

BYLAWS OF POWELL RIVER CHRISTIAN SCHOOL SOCIETY

PART 1 – FOUNDATIONAL STATEMENTS OF FAITH AND PRINCIPLES AND INTERPRETATION

- 1.1 The basis of all the activities of the Society is the Bible, the authoritative Word of God as confessed by the early church and in the historical Christian Creedal Standards (Apostles, Athanasian and Nicene Creeds). Thus we believe:

Scripture: That the Scriptures are the written and inspired Word of God, the infallible authority by which God directs and governs all our activities, including the education of our children.

Creation: That humanity and the entire world find their origin, meaning, and purpose in the Triune God: Creator, Redeemer and Holy Spirit.

Sin: That sin is disobedience to God's law. Humanity's sin, which brought God's curse on all creation, broke humanity's relationship with God, his neighbor and the world.

Redemption: That all of creation is in need of the redemptive work of Christ. Jesus Christ is the Redeemer who restores the relationship between God and His creation. Only through Him and the work of the Holy Spirit is there renewal of our whole life, including our educational enterprise.

Human Life: That humankind is created in the image of God and is by nature a religious being. All of human life, including educational work, must be understood as a response to the one true God. Consequently, humanity serves either the Creator God or a god of his own making.

- 1.2 Based on the statements in section 1.1 above, the following principles provide the framework for Christian Education.

Teaching and Learning: That teaching and learning must proceed in the light of God's written Word and in accordance with God's creation order.

Education: That the purpose of Christian Education is to nurture children into a life of obedience, true to their calling as image-bearers of God which is: to love God; to love their fellow human beings; and, to be stewards in their God-given cultural task, thereby contributing to the advancement of God's Kingdom in this world.

Parents: That responsibility for educating children rests primarily upon parents to whom children are entrusted by God.

Students: That each child is a unique image-bearer of their Creator God. Their gifts and talents are God-given and are to be nurtured and celebrated.

Teachers: That Christian teachers, in response to God's renewing work, have a distinct pedagogical responsibility while educating the child in school and are committed to a local evangelical assembly.

Community: That each student, parent, guardian, teacher and staff member belong to and are valued members of the school community. They depend on each other to fulfill their Kingdom calling to develop the earth and to serve God and their neighbor in education.

Educational Freedom: That Christian schools, organized and administered in accordance with legitimate standards and provisions, should be fully recognized in society as free to function according to these principles.

1.3 In these bylaws and the constitution of the Society, unless the context otherwise requires:

- (a) 6960 Quesnel Street, Powell River, B.C., V8A 1J2 means the address of the Society as filed from time to time with the Registrar in the Notice of Address;
- (b) "Board" means the directors acting as authorized by the constitution and these bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (c) "Board resolution" means a resolution passed at a meeting of the Board by a simple majority of the votes cast by those directors entitled to vote at such a meeting;
- (d) "Bylaws" means the bylaws of the Society as filed in the office of the Registrar;
- (e) "Chair" means a person elected to the office of Chair in accordance with these bylaws but such office holder may use the title Chairman, Chairperson or Chairwoman in substitution for the title "Chair";
- (f) "Associate Member" means a Member that has been accepted as an Associate Member by the Board pursuant to Part 2 of the Bylaws;
- (g) "Community Standards" means the statement of community standards applying to Voting Members as established by the Board from time to time;
- (h) "constitution" means the constitution of the Society as filed in the office of the registrar;
- (i) "directors" means those persons who have become directors of the Society in accordance with these bylaws and have not ceased to be members, and a "member" means any one of them;
- (j) "members" means those persons who have become members in accordance with these bylaws and have not ceased to be members, and a "member" means any one of them;

- (k) “ordinary resolution” means: a resolution passed at a general meeting of the Society by a simple majority of the votes cast by those members entitled to vote at such meeting;
- (l) “Principal” means a person appointed to the office of Principal in accordance with these bylaws;
- (m) “registered address” of a member or director means the address of that person as recorded in the register of members maintained by the Society and confirmed by the Directors;
- (n) “Registrar” means the Registrar of Companies of the Province of British Columbia;
- (o) “Regulations” means the regulations issued pursuant to the Act of the Society;
- (p) “Secretary” means a person elected or appointed as the Secretary in accordance with these bylaws;
- (q) “Society” means the Powell River Christian School Society;
- (r) “Societies Act” means the *Societies Act*, SBC 2015, c 18, as amended from time to time;
- (s) “special resolution” means a resolution passed at a general meeting of the Society by a majority of not less than 75% of the votes cast by those members entitled to vote at such meeting;
- (t) “Treasurer” means a person elected or appointed to the office of Treasurer in accordance with these bylaws; and
- (u) “Vice Chair” means a person elected or appointed to the office of Vice-Chair in accordance with these bylaws.

1.4 Except where they conflict with the definitions contained in these bylaws, the definitions in the *Societies Act* on the date these bylaws become effective apply to these bylaws and the constitution.

1.5 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

PART 2 – MEMBERSHIP

2.1 The members of the Society are the members in good standing as at the date these bylaws become effective who shall be the Voting Members of the Society and any Voting Member, or Professional Member that becomes a Member in accordance with these bylaws and who, in each case, have not ceased to be members as provided for in these bylaws.

2.2 The members of the Society shall be divided into two classes as follows:

- (a) Voting Members, being the organizational members under the previous bylaws of the Society who shall each be entitled to one vote;
- (b) Professional Members who shall not be entitled to vote.

2.3 The directors shall possess the sole power to admit members to the Society. An applicant for membership shall be admitted to membership in the Society by the affirmative vote of a majority of those directors who are present at a meeting of directors at which a quorum is present and acting throughout.

2.4 Each applicant seeking to become a Voting Member of the Society shall:

- (a) complete such application procedures as may be prescribed by the Society;
- (b) signify agreement in writing with and endorsement of the basis and principles of the Society set out in the constitution and bylaws of the Society, including the Foundation Statements of Faith and Principles set out in paragraphs 1.1 and 1.2 of these bylaws;
- (c) pay the annual membership assessments as determined by the board;
- (d) attend general meeting and vote on proposed solutions (see (e) below);
- (e) wait a period of 30 days prior to voting at a general meeting;
- (f) satisfy such other requirements as determined by the directors from time to time.

2.5 Each applicant seeking to become a Professional Member of the Society shall:

- (a) complete such application procedures as may be prescribed by the Society;
- (b) signify agreement in writing with and endorsement of the basis and principles of the Society set out in the constitution and bylaws of the Society, including the Foundation Statements of Faith and Principles set out in paragraphs 1.1 and 1.2 of these bylaws;
- (c) pay the annual membership assessments as determined by the board;
- (d) attend as non-voting members who do not have the right to receive notice of, attend, or speak at meetings;
- (e) satisfy such other requirements as determined by the directors from time to time.

2.6 An employee of the Society is not eligible for Voting Membership in the Society. Any member of the Society who is or who becomes an employee of the Society while a Voting Member shall immediately cease to be a Voting Member of the Society and may become a Professional Member unless they have a child enrolled in the school operated by the Society.

- 2.7 Membership in the Society shall be limited to persons who have reached the age of majority and who are committed to furthering the purposes, basis and principles of the Society set out in its Constitution.
- 2.8 Every member shall execute a membership annual declaration in the form prescribed by the Board, in writing, on an annual basis to confirm his or her agreement to support and uphold the purposes of the Society. Every member shall cooperate fully with the purposes of the Society and uphold the constitution and comply with these bylaws and all other applicable rules and regulations of the Society.
- 2.9 The amount of the membership dues for each fiscal year or part thereof or other fees payable by the members shall be determined by the directors from time to time.
- 2.10 A person shall cease to be a member of the Society:
- (a) upon the date which is the later of the date delivering his or her resignation in writing to the Secretary of the Society or to the address of the Society and the effective date of the resignation stated therein;
 - (b) upon becoming an employee of the Society unless that person has a child enrolled in one or more of the schools operated by the Society;
 - (c) on his or her death;
 - (d) on being expelled pursuant to 2.11
 - (e) on not being a member not in good standing (effective immediately)
- 2.11 The Board may expel, suspend or otherwise discipline any member for non-payment of dues or other fees payable pursuant to section 2.9 or for conduct , which in the discretion of the Board, is improper or unbecoming for a member of the Society, or is likely to endanger the interests, purposes or reputation of the Society or is in violation of the basis and principles set out in the constitution of the Society or is in breach of these bylaws but the Board may not expel, suspend or otherwise discipline any member until the member has received a notice of the proposed expulsion, suspension or other disciplinary measures which shall set out the reasons therefore and until the member has been given an opportunity to be heard by the directors before the proposed expulsion, suspension or other disciplinary measures are put to a vote.
- 2.12 All members are in good standing except a member who:
- (a) has failed to execute the membership declaration described in section 2.8;

- (b) has failed to pay his or her current annual membership fee or any other subscription or debt due and owing by him to the Society including, without limitation, tuition payments, and he or she is not in good standing so long as debt remains unpaid, or
 - (c) is under suspension or discipline pursuant to section 2.11.
- 2.12 Any member who ceases to be a member of the Society forfeits all rights, claims, privileges or interest arising from membership in the Society.
- 2.13 The membership of a person in the Society is not transferable.

PART 3 – MEETINGS OF MEMBERS

- 3.1 The general meetings of the Society shall be held at such time and place, in accordance with the *Societies Act*, as the Board shall decide.
- 3.2 Every general meeting other than an annual general meeting is an extraordinary general meeting.
- 3.3 The Board may, whenever it thinks fit, or shall, if so requested by 10% of the voting members of the Society, convene an extraordinary general meeting.
- 3.4 The Society shall give not less than 14 days written notice of a general meeting to its members entitled to receive notice, but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.
- 3.5 Notice of a general meeting shall specify the place, the day and the hour of the meeting.
- 3.6 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate the proceedings at that meeting.
- 3.7 An annual general meeting shall be held at least once in every calendar year.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

- 4.1 No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.2 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

- 4.3 A quorum at a general meeting is 10 members in good standing.
- 4.4 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated, but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members in good standing who are present shall constitute a quorum.
- 4.5 The Chair of the Society, the Vice-Chair or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.
- 4.6 If at a general meeting:
- (a) there is not Chair, Vice-Chair or other director present within 15 minutes after the time appointed for holding the meeting; or
 - (b) the chair and all other directors present are unwilling to be chairman, the members present shall choose one of their number to be chairman.
- 4.7 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.8 It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.9 All resolutions proposed at a meeting must be seconded and the chairman of a meeting may move or propose a resolution.
- 4.10 Any issue at a general meeting which is not required by these bylaws or the *Societies Act* to be decided by a special resolution shall be decided by an ordinary resolution.
- 4.11 A member in good standing present at a meeting of members is entitled to one vote.
- 4.12 The person chairing a general meeting may vote but, if he or she does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 4.13 Voting is by show of hands or voice vote recorded by the secretary of the meeting, except that, at the request of any two members present at the meeting, a secret vote

by written ballot shall be required.

- 4.14 The Secretary shall be responsible for the preparation of the minutes of the general meetings and for keeping such minutes in a secure place. In the absence of the Secretary from the general meeting, the Chairman of the meeting shall appoint another director present to be responsible for the preparation of the minutes of that meeting.
- 4.15 Voting by proxy is not permitted.
- 4.16 A resolution in writing which is identified as an ordinary resolution and has been submitted to all the voting members and signed by a minimum of two-thirds of the members who would have been entitled to vote on it in person at a general meeting of the Society is as valid and effectual as an ordinary resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be an ordinary resolution in writing. Such ordinary resolution shall be filed with minutes of the proceedings of the members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.
- 4.17 A resolution in writing which is identified a special resolution and has been signed by all the voting members who would have been entitled to vote on it in person at a general meeting of the Society is as valid and effectual as a special resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be a special resolution. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one special resolution in writing. Such special resolution shall be filed with the minutes of the proceedings of the members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

PART 5 – DIRECTORS

- 5.1 The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting, but subject, nevertheless, to the provisions of:
- (a) all laws affecting the Society;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting
- 5.2 No rule made by the Society in a general meeting invalidates a prior act of the Board

that would have been valid if that rule had not been made.

- 5.3 The property and affairs of the Society shall be managed by the Board.
- 5.4 The number of directors shall be such number, not being less than 6 as may be determined from time to time by the directors. No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office.
- 5.5 Directors shall be elected by the members at a general meeting and shall take office commencing at the close of such meeting.
- 5.6 Except as may be required from time to time in the discretion of the Directors in order to ensure that Director terms are adequately staggered, the term of office of each Director of the Society shall be three (3) years. Successors for Directors whose terms of office are then expiring shall be elected at the annual meeting of the Members in the year such terms expire. A Director may be re-elected to a second and third consecutive three (3) year term or portion thereof and to a fourth partial term if the consecutive years of service prior to the fourth term are less than nine (9) years, provided further that no Director shall serve more than nine (9) consecutive years as a Director unless so authorized by Special Resolution. After serving three (3) consecutive terms, or nine (9) consecutive years including partial terms, a Director shall retire for a minimum of one (1) year unless otherwise authorized by Special Resolution.
- 5.7 In elections where there are more candidates than vacant positions for directors, election shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.
- 5.8 No member shall vote for more directors than the number of vacant positions for directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.
- 5.9 Each director shall be required to wholeheartedly accept, adopt, and subscribe to all of the principles set out in the constitution and bylaws of the Society, including the Foundational Statements of Faith and Principles set out in paragraphs 1.1 and 1.2 of these bylaws, and the statement of Community Standards as adopted and in force by the Board from time to time.
- 5.10 A person is ineligible to be a director if:
 - they are under the age of 18 years old;
 - they are in the judgment of any court, found to be incapable of managing his/her own affairs;
 - they are in an undischarged bankruptcy

-they have been convicted of an offense connected to promoting, forming, or managing a corporation or unincorporated entity, or of an offense involving fraud.

- 5.11 Every director must declare any conflicts of interest, which should be understood broadly (*Bill 24, s56*). Having an interest in a business with which the school contracts is a conflict. Having a spouse who is employed as a staff member at the school is a conflict. Conflicts do not necessarily prevent persons from serving as directors; however, all conflicts must be declared and approved by the rest of the board.
- a director with a potential conflict of interest must disclose the potential conflict to the rest of the board;
 - the director with the conflict must abstain from voting on approving the conflict;
 - the director with the conflict must leave the room when the board is discussing or voting on the conflict; and
 - the board must approve the conflict by resolution (*Bill 24, s56*).
- 5.12 Every director serving a term or office shall retire from office at the close of the annual general meeting in the year in which his term expires; but if no successor is elected and the result is that the number of directors would fall below 6, the person previously elected as director shall continue to hold office until such time as successor's directors are elected.
- 5.13 The members may remove a director before the expiration of his/her term of office by resolution passed at a general meeting by at least two-thirds of the votes cast by the voting members, and may elect a successor to complete the term of office, but no director shall be removed until he/she has been given notice of the proposed action and a an opportunity to be heard by the members at the general meeting.
- 5.14 Notwithstanding the foregoing bylaws, if a director ceased to hold office during his term for any reason other than removal by a resolution of the members, the Board my appoint a person as a replacement director to take the place of such director until the next annual general meeting.
- 5.15 No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office.
- 5.16 A person shall cease to be a director of the Society:
- (a) upon the date which is the later of the date of delivering his resignation in writing to the Secretary of the Society or to the address of the Society and the effective date of resignation stated therein;
 - (b) if he or she is found to be mentally incompetent or becomes of unsound mind;
 - (c) upon his death;

- (d) upon ceasing to be a member of the Society; or
 - (e) upon being removed by a resolution passed at a general meeting by at least two-thirds of the votes cast by the voting members.
- 5.17 The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such from any business or affairs with the Society; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the Society as an employee or in any other capacity with compensation.
- 5.18 The Board shall have the power to make expenditures and loans whether or not secured or interest bearing for the purpose of furthering the purposes of the Society. The Board shall also have the power to enter into trust arrangements or contracts on behalf of the Society for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Society, or assumed by the Society in expectation of such donations, bequests advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.
- 5.19 The Board shall take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, loans, contracts, agreements or benefits with the objective of furthering the purposes of the Society. The Board in its sole and absolute discretion may refuse to accept any donations, bequests, funds, property, trusts, loans, contracts, agreements or benefits.

PART 6 – PROCEEDINGS OF THE BOARD

- 6.1 A meeting of the Board may be held at any time and place determined by the Board, provided that five days' notice of such meeting shall be sent in writing to each director. However, no formal notice shall be necessary if all directors were present at a preceding meeting when the time and place of the meeting was determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society. No notice of a meeting of the Board shall be required, when the meeting is regularly scheduled.
- 6.2 The Board may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors in office at the time when the meeting convenes.
- 6.3 The Chair of the Society shall chair all meetings of the Board, but if at any Board meeting the Chair is not present within 15 minutes after the time appointed for the meeting, the Vice-Chair shall act as chairman; but if neither is present the directors

present may choose one of their number to chair that meeting.

- 6.4 If the person presiding as chair of the meeting of the Board wants to step down as chair for all or part of that meeting, he/she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternative receiving the consent of a majority of the directors present at such meeting, he or she may preside as chair.
- 6.5 Any two directors may at any time, and the Secretary on the request of any two directors shall, convene a meeting of the Board.
- 6.6 For the purposes of the first meeting of the Board held immediately following the election of a director or directors at an annual or other general meeting, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be properly constituted.
- 6.7 Resolutions proposed at a meeting of the Board must be seconded and the person chairing a meeting may move or propose a resolution.
- 6.8 Any issue at a meeting of the Board which is not required by these bylaws or the *Societies Act* to be decided by a resolution requiring more than a simple majority shall be decided by a Board resolution.
- 6.9 The person chairing a meeting may vote but, if he does so and the result is a tie, he shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 6.10 Voting shall be by show of hands or voice vote recorded by the Secretary of the meeting except that, at the request of any one director, a secret vote by written ballot shall be required.
- 6.11 A Board resolution in writing which has been deposited with the Secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

PART 7 – INDEMNITIES TO DIRECTORS & OTHERS

- 7.1 Subject to the provisions of the Act, every Director who has properly undertaken or is about to undertake any liability on behalf of the Society or any Society controlled by it and their heirs, executors, and administrators, and estate and effects,

respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:

(a) all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability;

(b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her willful neglect or default.

- 7.2 The Society shall purchase and maintain liability insurance for the benefit of a Director, officer, employee, volunteer, or staff member of the Society and any executive or committee member, whether salaried or not.

PART 8 – COMMITTEES

- 8.1 The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of director as it thinks fit.
- 8.2 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board directs.
- 8.3 The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed, with any necessary changes, by the rules set out in these bylaws governing proceedings of the Board.
- 8.4 There may be an Executive Committee consisting of officers of the Society. Subject to the control of the Board, the Executive Committee shall have the power to transact all business of the Society in the interim between meetings of the Board. The Executive Committee shall meet at the call of the chair of the Executive Committee.
- 8.5 There shall be a Finance and Audit Committee consisting of a minimum of two individuals elected or appointed at the first regular Board meeting during each membership year. All members of the Finance and Audit Committee shall be at arm's length and a majority of the members of the Committee shall constitute a quorum. The Finance and Audit Committee shall appoint its own chairperson and secretary, both subject to Board approval. The general responsibilities of the Finance and Audit Committee are to provide independent advice, assistance and recommendations to the Board in oversight of the external audit and accounting functions of the Society, financial reporting and internal audit and accounting. A

Finance and Audit Committee member may be removed by a majority vote of the directors.

- 8.6 The Board may appoint a Membership Committee consisting of a minimum of two individuals elected or appointed at the first regular Board meeting during each membership year. All members of the Membership Committee shall be at arm's length and a majority of the members of the Membership Committee shall constitute a quorum. The Membership Committee shall appoint its own chairperson and secretary, both subject to Board approval. The general responsibilities of the Membership Committee are to maintain a current membership registry, review and make recommendations to the Board on membership criteria, ensure a program of member education is in place, where necessary investigate and make recommendations on member expulsions, and plan the Annual General meetings as well as any other meetings or events designed to increase member engagement. A member of the Membership Committee may be removed by a majority vote of the directors.
- 8.7 The Board may create such standing and special committees, ad hoc committees or task forces as may from time to time be required. Any such committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by a Board resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

PART 9 – DUTIES OF OFFICERS

- 9.1 At the first meeting of the Board held after an annual general meeting, the Board shall elect from among the directors a Chair, Vice-Chair, Secretary, and Treasurer and such other officers as the directors may deem appropriate who each shall hold office until the first meeting of the Board held after the next following annual general meeting.
- 9.2 A vacancy occurring in the office of an officer shall be filled for the unexpired term by the directors. The Board may remove officers by a resolution passed at a meeting of the Board by two-thirds majority vote of the directors present.
- 9.3 The Chair shall preside as chair at all meetings of the Society and the Board. The Chair shall supervise the other officers in the execution of their duties.
- 9.4 The Vice-Chair shall, in the absence of the Chair, possess all of the powers and perform all of the duties of the Chair. The Vice-Chair shall have such other duties and powers as the Board may specify.

- 9.5 The Secretary shall be responsible for making the necessary arrangements for:
- (a) the issuance of notices of meetings of the Society and Board;
 - (b) the keeping of minutes of all meetings of the Society and Board;
 - (c) the custody of all records and documents of the Society and Board, except those required to be kept by the Treasurer;
 - (d) if the Society has a common seal, arranging for custody of the common seal and ensuring that it is properly affixed in the presence of duly authorized signatories;
 - (e) maintaining the register of Members; and
 - (f) the conduct of the correspondence of the Society.
- 9.6 The Treasurer shall be responsible for making the necessary arrangements for:
- (a) the keeping of such financial records, reports and returns including books of account as are necessary to comply with the *Societies Act* and the *Income Tax Act*; and
 - (b) ensure proper custody and control of all securities and funds; see that full and accurate records are kept thereof; make an annual report in writing showing the financial condition of the Society, and ensure that any other financial reports which the Directors may from time to time require, are prepared and presented.
- 9.7 If the Secretary is absent from any meeting of the Society or the Board, the directors present shall appoint another person to act as secretary at that meeting.
- 9.8 If the Board agrees, the offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- 9.9 Notwithstanding the foregoing bylaws, the Board may appoint a person to serve as secretary of the Board to be responsible for preparation and custody of minutes of meetings of the Board and the correspondence of the Board.

PART 10 – PRINCIPAL

- 10.1 The Board shall select and appoint a Principal of the Society for a fixed or indefinite term, and set the terms of his duties, responsibilities and employment.
- 10.2 The Principal is an employee of the Society. The Principal is entitled to receive notice of and to attend all meetings of the Board and of all Board Committees, but shall not be entitled to vote at meetings of the Board or committee. The Principal shall exercise general supervision over the business and affairs of the Society as

assigned to the Principal by the Board and shall possess and exercise such powers and perform such other duties as are from time to time assigned to the Principal by the Board.

- 10.3 If the position of Principal becomes vacant, the Board shall strike an *ad hoc* committee comprised of no less than three directors whose responsibility shall be to recommend to the Board a process and timeline for selecting and appointing a new Principal, including methods of recruiting, screening, interviewing and selecting candidates. The Board shall not delegate to any committee the authority to finalize the appointment of a new Principal. The Board may decide to appoint an interim Principal, while a search for a Principal takes place.

PART 11 – SEAL

- 11.1 The Board may provide a common seal for the Society and it shall have power from time to time to destroy a seal and substitute a new seal in its place.
- 11.2 The common seal shall be affixed only when authorized by a resolution of the Board, and then only in the presence of the persons prescribed in the resolution or, if no persons are prescribed, in the presence of any two directors.

PART 12 – BORROWING

- 12.1 In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.
- 12.2 The members may by special resolution restrict the borrowing powers of the Board, but a restriction imposed expires at the next annual general meeting.

PART 13 – NOTICES

- 13.1 A notice may be given to a member, either personally or by mail or by electronic mail or by facsimile numbers, as recorded in the Society's records.
- 13.2 A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by either electronic email or facsimile shall be deemed to have been given on the date of transmission.
- 13.3 Notice of a general meeting shall be given only to:

- (a) every member shown on the register of members on the day notice is given.

PART 14 – INDEMNIFICATION

14.1 Subject to the provision of the *Society Act*, member of the Board or officer who has properly undertaken or is about to undertake any liability on behalf of the Society or any society controlled by it and their heirs, executors, administrators or personal representatives respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:

- (a) all costs, charges, and expenses whatsoever which such member of the Board or officer actually and reasonably sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
- (b) all other costs, charges, and expenses which he/she actually and reasonable sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his/her own willful neglect or default provided that:
- (c) the member of the Board or Officer acted honestly and in good faith with a view to the best interests of the Society; and
- (d) in the case of criminal or administrative proceedings, the member of the Board or officer had reasonable grounds for believing that their conduct was lawful.

14.2 The Society may purchase and maintain insurance for the benefit of any or all directors or officers against personal liability incurred by any such person as a director or officer.

PART 15 – DISPUTE RESOLUTION

15.1 The Society accepts the Holy Bible as the inspired Word of God and believes that God desires that the Society and the members and directors of the Society resolve all disputes and that they be reconciled in their relationship in accordance with the principles stated in pertinent portions of the Holy Bible.

15.2 Should the Society and the member or director of the Society not be able to resolve a claim or controversy arising out of these bylaws, or in respect of any legal relationship associated with it or from it, through consultation and negotiation in the spirit of mutual friendship and cooperation, any party may initiate mediated negotiation. All disputes remaining unsettled after mediation shall be referred to and finally resolved by arbitration in accordance with the *Arbitration Act*, RSBC

1995, c 55.

- 15.3 The place of mediation and arbitration shall be mutually agreed by the Society and the member or director. In the absence of agreement regarding the place of mediation and arbitration, the place of mediation and arbitration shall be Powell River Christian School, 6960 Quesnel Street, Powell River, BC. Both parties shall share the fee of the mediator and arbitrator equally.
- 15.4 The Society and the members and directors of the Society shall use their best efforts to conduct and dispute resolution procedures herein as efficiently and cost-effectively as possible. Notwithstanding this provision, either party may obtain a temporary injunction to enforce or preserve its rights or restrain any further violation or threatened violation of any restrictions or agreements contained herein for which monetary damages are not an adequate remedy until such rights can be pursued through arbitration.

PART 16 – BYLAWS

- 16.1 On being admitted to membership, each member is entitled to and upon request the Society shall provide him or her with a copy of the constitution and bylaws of the Society.
- 16.2 These bylaws shall not be altered or added to except by resolution of the Board sanctioned by a special resolution.

PART 17 – DISASSOCIATION

- 17.1 Membership in the Society does not in itself imply the endorsement by the Society or any other Member of the philosophies of any particular Member.
- 17.2 The Society is not obliged to support a Member in pursuit of its specific objectives and policies, even though in general terms such objectives and policies may be within the scope of the Society's interest. The onus is on the Member to win the support of the Society in such instances.
- 17.3 A Member shall have the right to disassociate itself from specific policy decisions of the Society provided it submits such dissent in writing with stated reasons to the Directors.

PART 18 – FISCAL YEAR

- 18.1 The fiscal year of the Society shall end on June 30 or such other date as the Director may determine from time to time. A financial statement shall be prepared within one hundred and eighty (180) days of the fiscal year end.

PART 19 – MISCELLANEOUS

- 19.1 The directors shall from time to time in their discretion determine whether and to what extent and at what times and places and under what conditions or regulations the documents, including the books of account, of the Society and minutes of the meetings of the Board shall be open to the inspection of members of the Society not being directors. In the absence of such determination by the directors, the documents, including the books of account, of the Society shall not be open to inspection by any member of the Society not being a director, subject to the provisions of the *Societies Act*.
- 19.2 Any meeting of the Society, the Board, or any committee may also be held, or any member, of a committee may participate in any meeting of the Society, the Board or any committee, by conference call or similar communication equipment or device so long as all the members, directors, or persons participating in the meeting can hear and respond to one another. All such members, directors or persons so participating any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.
- 19.3 The rules governing when notice is deemed to have been given set out in these bylaws shall apply *mutatis mutandis* to determine when a Board resolution shall be deemed to have been submitted to all of the directors and when an ordinary resolution shall be deemed to have been submitted to all of the members.
- 19.4 The Society shall have the right to subscribe to become a member of and to cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.