

CONSTITUTION

PARAGRAPH II

The *purposes* of the Society are:

1. To assist members in planning in advance of death for the disposition of their remains;
2. To assist and support the bereaved in making death arrangements;
3. To promote environmentally sound arrangements for disposal of remains;
4. To ensure the availability of low-cost funeral arrangements through written contracts with selected funeral services providers;
5. To monitor the practices and performance of funeral services providers;
6. To monitor and encourage government programs towards meeting these purposes;
7. To engage in educational and public awareness programs in support of these purposes;
8. To promote the continuance of a dynamic and responsible Society.

BYLAWS

PART I – INTERPRETATION

In these bylaws, unless the context otherwise requires,

1. “Age of Majority” means the age of majority in the Province of British Columbia;
2. “Annual General Meeting” means the meeting held at least once every calendar year as provided in the Society Act;
3. “Auditor” means the accounting firm at arm’s length from the Society which reviews the financial statements of the Society.
4. “Board of Directors” means the Officers, Delegates and Members-at-large of the Society;
5. “Branch” means a branch recognized by the Board of Directors;
6. “Branch Committee” means officers of the individual Branches, such elections or appointments to be governed by these bylaws and Branch bylaws as approved by the Board of Directors;
7. “Contract” means a contract entered into by the Board of Directors;
8. “Delegate” means a Member elected or appointed by a Branch to represent the Branch at meetings of the Board of Directors;
9. “Fees” means fees adopted or ratified at an Annual General Meeting;
10. “Funeral Services Providers” means providers of after-death services which include funeral homes, cemeteries, crematoriums;
11. “Member” means an individual who pays dues to the Society and is in good standing;
12. “Member-at-large” means a Member elected to the Board of Directors at the Annual General Meeting;
13. “Officers” means President elected at the Annual General Meeting in even-numbered years, and Vice-President, Treasurer, and Secretary elected from among and by the Directors at the first meeting of the Board of Directors following the Annual General Meeting or appointed by the Board of Directors to fill vacancies occurring between

normal elections, and the Immediate Past President, who shall *ex officio* hold a position on the Board of Directors;

14. “Region” means a voluntary grouping of Branches for the purpose of mutual co-operation;

15. “Society Headquarters” means the head office of the Society in British Columbia as established by the Board of Directors;

16. “Special General Meeting” means a special meeting of the members called by the Board of Directors or by petition of 10% or more of the voting members or by petition of 50% or more of properly registered Branches to deal with extraordinary business of the Society;

17. “Special Resolution” means a resolution passed at a meeting of the Society by a three-quarter (3/4) majority vote of the membership present at the meeting and for which at least fourteen (14) days advance notice has been given to the membership.

PART II – MEMBERSHIP

1. The Members of the Society shall subscribe to the Constitution and Bylaws of the Society.
2. Any person other than a corporation shall be eligible for membership in the Society, without restriction, save and except that no person shall be admitted to membership in the Society who is either employed by or otherwise engaged as an independent contractor, consultant, lobbyist, or other agent, paid or unpaid, by any firm or corporation, or group or association of firms or corporations, which is, or are, engaged in the business of providing funeral services of any nature or kind whatsoever, or which is, or are, engaged in lobbying for, or advocating the interests of, any Funeral Services Provider or the industry of Funeral Services Providers.
3. Full voting power is given to Members who have reached the age of majority.
4. All benefits and privileges as Members (except voting) shall be provided to children of members until such children attain the age of majority, at which time the children may make application for individual membership.

5. The Members of the Society shall be:
 - a) **Regular** Life Members - those members who have paid membership fees as ordered from time to time by resolution of the Annual General Meeting.
 - b) **Sustaining** Life Members - those members who choose to pay an additional fee established from time to time by the Annual General Meeting to promote continued operation of the Society. They will receive notice of each Annual General Meeting and Special General Meeting.
 - c) A Regular Life Member may become a Sustaining Life Member by paying the difference between their fee schedules.
6. The Society may accept as members, individuals who transfer to British Columbia from other memorial societies, provided that the memorial society from which the member transfers shall be any other memorial society as approved by the Board of Directors. Upon such transfer the transferring member shall pay a transfer fee of an amount to be established by the Board of Directors.
7. The rights of any member shall not be transferable to another individual.

PART III - WITHDRAWAL AND EXPULSION OF MEMBERS

1. Any member may withdraw from the Society by giving written notice to the Society of such withdrawal. If such notice is given within 30 days of receipt of the application of the member of the Society, the Society shall refund all fees and contributions made to the Society by the withdrawing member.
2. The Board of Directors may suspend or expel any member who engages in acts or conduct detrimental to the best interests of the Society or to the fulfillment of its purposes.
3. No Member may be expelled from membership in the Society without written notice from the Board of Directors which shall contain the charges and/or reasons for the proposed expulsion. Such defaulting members shall be given an opportunity to present evidence and make representation to the Board of Directors within a reasonable time of mailing of such notice of expulsion.

4. Any member expelled from membership in the Society by the Board of Directors may appeal his or her expulsion to the membership of the Society at a general meeting.

PART IV - FEES

The Board of Directors shall recommend for ratification at the Annual General Meeting a schedule of fees which, upon adoption by the Annual General Meeting, shall constitute PART IV of these Bylaws and shall remain in effect until a subsequent Annual General Meeting may alter the schedule.

PART V - BRANCHES

1. Local Branches of the membership of the Society may be established by the Board of Directors as and when local members so petition the Board or at the initiative of the Board.
2. Any ten local members resident in a city, municipality or regional district incorporated in British Columbia may form a Branch and draw up a governance system subordinate to the Bylaws of the Society and subject to approval by the Board of Directors.
3. The Board of Directors of the Society may register a Branch and shall extend to that Branch all of the rights of Branches as hereinafter set forth.
4. All registered Branches shall be entitled to receive copies of all records and minutes of the activities of the Society and shall make all records and minutes of the Branch activities available to the Board of Directors of the Society.
5. Each registered Branch shall be entitled to elect or appoint one of its members as a voting Delegate to all meetings of the Board of Directors.
6. Each registered Branch may submit to the Board of Directors an operating budget proposal for the forthcoming calendar year not later than the end of the fiscal

- year. Funds approved by the Annual General Meeting shall be disbursed at the discretion of the officers of the Branch.
7. All registered Branches may submit resolutions respecting the affairs of the Society to the Annual General Meeting not later than eight weeks prior to the Annual General Meeting, and such resolutions shall be included in the agenda of the Annual General Meeting.
 8. Branches may form regional networks for the purpose of mutual cooperation.
 9. Branches may form Branch Committees for the purposes of outreach in the community, assistance and support for members, monitoring of funeral services providers, and provision of local representation to the Board. These functions will be carried out according to guidelines as approved by the Board of Directors.
 10. Branches may institute any regional governance system they wish, subject to perusal and vote by the Board of Directors who shall be limited in their authority to override the regional governance structure so that it is consistent with these Bylaws.
 11. Branches may operate with paid staff, volunteer staff, or both paid and volunteer staff, from locations that are either rented offices or donated spaces.
 12. Subject to approval by the next Annual General Meeting, in consultation with its members, a Branch may be suspended or dissolved by the Board of Directors if the Officers deem it to be dormant or acting in contradiction to the Constitution and Bylaws of the Society.

PART VI - MEETINGS OF THE MEMBERS

1. The Annual General Meeting
 - (a) The Annual General Meeting of the Society shall be held between September 15th and November 15th each year.
 - (b) Notices for such meetings shall specify the time and place of the meetings and include notices of motion proposing changes to these Bylaws.

- (c) The Board of Directors shall serve thirty (30) days notice of the date, time and place of the Annual General Meeting by means best assured of reaching the members' attention, including, but not limited to, any of: mail, e-mail or newspaper.
- (d) At the Annual General Meeting reports of the incumbent Officers of the Society shall be received.
- (e) The Treasurer shall submit an itemized budget for the following year to be recommended by the Board of Directors and approved by the membership.
- (f) At least thirty-five days prior to the Annual General Meeting, in even numbered years, the Nominating Committee shall present to the Board a recommendation for the office of President of the Society and the names of at least five persons to stand for election as members of the Board of Directors for the following two-year term.
- (g) At least thirty-five days prior to the Annual General Meeting, in odd numbered years, the Nominating Committee shall present to the Board of Directors the names of at least five persons to stand for election as members of the Board of Directors for the following two-year term.
- (h) At the Annual General Meeting, in even numbered years, the Board of Directors shall present to the assembly the name of the person the Board recommends for election to the office of President of the Society. Additional names of persons present at the meeting may be nominated from the floor provided that the nominees and nominators have been members in good standing of the Society for a minimum of four months. The President of the Society shall be elected for the following two-year term. Following the election of the President, the Board of Directors shall present to the assembly the names of those persons the Board recommends for election to the Board. Additional names of persons present at the meeting may be nominated from the floor provided that the nominees and their nominators have been members in good standing of the Society for a minimum of four months. Five members of the Board of Directors shall be elected for the following two-year term. Voting shall be by secret ballot of all accredited voting

members present at the Annual General Meeting. Determination of the election of such members of the Board of Directors shall be by the largest number of votes.

- (i) At the Annual General Meeting, in odd numbered years, the Board of Directors shall present to the assembly the names of those persons the Board recommends for election to the Board. Additional names of persons present at the meeting may be nominated from the floor provided that the nominees and their nominators have been members in good standing of the Society for a minimum of four months. Five members of the Board of Directors shall be elected for the following two-year term. Voting shall be by secret ballot of all accredited voting members present at the Annual General Meeting. Determination of the election of such members of the Board of Directors shall be by the largest number of votes.
- (j) Any business deemed necessary by the Society Act or by the Board of Directors or by the members present, for the proper operation of the Society for the following year shall form part of the agenda for the Annual General Meeting.
- (k) An Auditor shall be appointed at each Annual General Meeting.
- (l) A quorum for any Annual General Meeting shall be twenty-five (25) members, and shall include delegates from not less than half of the registered Branches.
- (m) The only persons entitled to be present at an Annual General Meeting shall be members in good standing. Any other person may be admitted only on invitation of the Chair of the meeting
- (n) At all general meetings, each person to be admitted must, on request, present evidence of identity and membership in good standing.

2. Special General Meeting

A Special General Meeting of the Society may be called by the Board of Directors or by petition of not fewer than 50% of properly registered Branches to deal with such matters as may not be properly delayed until the Annual General Meeting. Notice of such a Special General Meeting shall be as set out in PART VI, Article 1. (c), above, and shall include information regarding the issues to be dealt with. A quorum for a Special General Meeting shall be as set out in Article 1. (l) above. The only persons entitled to be present at a Special General Meeting will be those as set out in 1. (m)

above. Each person admitted shall identify herself or himself as set out in 1. (n) above.

PART VII - RESOLUTIONS

1. At every Annual General Meeting, unless the meeting decides otherwise, every resolution shall be decided by a show of hands. The Chairperson shall declare that a resolution has been “carried” or “defeated” and the declaration shall be entered as such in the minute book of the Society without comment as to the number of members voting in favor of, or against the resolution, or the number of members abstaining. The Chairperson may vote to decide a resolution only in the event of a tie after a second call and count requested by any member. A vote by proxy shall not be accepted.
2. Resolutions dealing with the Constitution, Bylaws or established operating policies may be submitted by Branches, Officers or Directors for consideration not later than eight weeks prior to the Annual General Meeting.
3. Branch resolutions must be submitted with minuted record of adoption by a majority of members attending a properly convened meeting of the Branch.
4. Resolutions dealing with Constitution or Bylaw changes require a 75% majority.

PART VIII - OFFICERS

1. The Officers of the Society shall be the President, Vice-President, Secretary, Treasurer, and Immediate Past President.
2. All Officers, except the President and the Immediate Past President, shall be elected for a one-year term at the first meeting of the Board of Directors following the Annual General Meeting. The Officers of the Society shall be elected from among and by the Directors. The Immediate Past President shall hold office for two years following the election of his or her successor.

3. The Officers, Members-at-large, and Delegates from each registered Branch shall constitute the Board of Directors. The total number of directors shall be set at the Annual General Meeting each year prior to elections, adding or subtracting Branch Delegates and Members-at-large as circumstances require.
4. Each member of the Board of Directors shall have one vote.
5. Vacancies in any office(s) shall be filled by the Board of Directors, such Officers to serve until the next Annual General Meeting.
6. The President shall be, *ex-officio*, a member of all committees established by the Board of Directors.
7. In the absence of the President, the Vice-President shall preside as chairperson at every meeting of the Society and Board of Directors unless a resolution by the assembly directs some other Officer, Director or member to chair.
8. If the President is absent or has resigned the position, the Vice-President shall take over the duties of President. If the Vice-President is absent or has resigned, then the Secretary shall do so.
9. The President shall not be eligible to hold any other elected position within the Society structure. It shall not be necessary for a candidate for the position of President to resign from any other elected position or positions in order to run for the position of President. In the event that an individual, elected or appointed to the position of President, holds any other elected position or positions, then that individual shall be considered to have automatically resigned from the other position or positions at the time of their election as President.
10. The Secretary shall keep or cause to be kept a detailed record of the proceedings of all meetings of the Board of Directors and of the Society, shall be responsible for all correspondence of the Society, and shall appropriately delegate responsibility for dealing with matters requiring action by the Board of Directors and Society.
11. The Treasurer, or an employee or employees of the Society designated by the Treasurer, shall receive all funds and shall cause them to be deposited to the credit of the Society in such banking institution(s) as may be determined by the Board of Directors. The Treasurer and any employees designated by the Treasurer to receive

funds of the Society and other signing officers shall execute a bond in favor of the Society in an amount fixed by the Board of Directors.

PART IX – PERSONNEL AND ADMINISTRATION

1. A Standing Committee for Personnel shall be appointed by the Board of Directors. The Standing Committee shall compile and maintain a comprehensive personnel policies and procedures manual which will ensure equitable compensation and benefits for its employees and establish administrative procedures that ensure the Society is able to properly perform its fiduciary and other responsibilities to members of the Society.
2. No employee of the Society shall be eligible to hold elected office in the Society.

PART X – RESIGNATION AND REMOVAL OF DIRECTORS OR OFFICERS

1. A Director or Officer of the Society may, at any time, give written notice to the Secretary or President of intention to resign. The Board of Directors may accept such resignation and may appoint a member to fill the vacancy on the Board of Directors until the next Annual General Meeting.
2. Should a vacancy occur, the Board of Directors may act notwithstanding such vacancy.
3. Subject to these bylaws, members of the Board of Directors may remove a Director.
4. The members may, by Special Resolution, remove a Director before the expiration of his or her office and may elect a successor to serve to the next Annual General Meeting.
5. The Directors may by a two-thirds vote of Directors present remove a Director for missing three consecutive meetings of the Board without a reason acceptable to the Board of Directors or for any other reason and appoint a replacement. A Director subject to a vote for removal must be given at least seven days written notice of the meeting at which the vote is to occur, and a brief description of the reasons. He or she

will also be given the opportunity to defend in person or by agent prior to the vote being taken at the meeting.

PART XI – USE OF FUNDS AND BORROWING POWERS OF THE BOARD OF DIRECTORS

1. No Officer or Director shall receive any remuneration for serving on the Board of Directors, unless authorized by a resolution of the Society Annual General Meeting.
2. The Board of Directors shall supervise the use and management of the funds of the Society.
3. No member of the Society or Officer or Director or person employed by the Society shall have the right to spend any of the unbudgeted funds of the Society without prior consent of the Board of Directors.
4. Any unbudgeted item in excess of \$1,000 must be approved by the Board of Directors, and any unbudgeted item in excess of \$10,000 must be approved by the membership at a Special General Meeting.
5. The Board of Directors, with a 75% Board majority, may at any time raise or borrow or otherwise obtain or secure any sum or sums of money for the purposes of the Society, subject to the provisions of the “Society Act” and may authorize such Officers as they designate to execute, sign, seal and deliver any mortgage or bill of sale, promissory note, bill of exchange or other negotiable instrument or other security, whether real or personal property of the Society.
6. The Board of Directors shall be empowered to employ clerical and other assistance as is deemed necessary by the Board of Directors for the best management of the Society.
7. The Board of Directors shall be responsible for the activities related to the public relations of the Society.

PART XII – SOCIETY SEAL

The seal of the Society shall be kept in a safe place and shall only be used by authorization of the Board of Directors.

PART XIII – MEETINGS OF THE BOARD OF DIRECTORS

1. The Board of Directors shall meet not less than four (4) times in each calendar year, including the Annual General Meeting, at a time and place agreed at each preceding meeting of the Board of Directors, or within seven (7) days at the call of the President, or upon a demand directed to the Secretary by at least three members of the Board.
2. The travel, accommodation and such other expenses incurred by a member of the Board of Directors or by any Member or employee of the Society while representing the Society at any meeting or convention, or while serving the Society through public education, or while assisting in the organization or management of Branches shall be paid by the Society if prior approval has been obtained from the President or any Officer acting on his/her behalf.
3. Subject to budgetary approval by the Annual General Meeting, the Board of Directors may retain such staff, management and consultative services as it deems necessary.
4. Every resolution passed at a meeting of the Board of Directors shall be determined by a majority vote of the members of the Board of Directors present and the chairperson shall be a full voting member.

PART XIV – ACCOUNTS

1. The Board of Directors shall cause full and true accounts to be kept of all financial transactions.
2. The books and accounts of the Society shall be reviewed at termination of each fiscal year by the Auditor.
3. The fiscal year of the Society shall close on the thirty-first day of August in each year.
4. The balance sheet shall be signed by two members of the Board of Directors on behalf of the Board of Directors and the financial review shall be attached to the

balance sheet and both will form part of the Treasurer's report presented to the Annual General Meeting.

PART XV – SIGNING OFFICERS

All cheques shall be signed by any two of the following: Treasurer, President, Secretary, Vice-President or any bonded person nominated by the Board of Directors for the purpose of signing cheques.

PART XVI – GOVERNING AUTHORITY

1. The governing body of the Society shall be the Board of Directors and the members attending the Annual General Meeting which shall be the legitimate source of all authority for the Society.
2. Between Annual General Meetings, the Board of Directors shall be the governing body of the Society.

PART XVII – CONTRACTS

1. The Board of Directors of the Society shall be authorized to negotiate contracts with Funeral Services Providers located in any geographic area of the Province, on behalf of a specific area and the Society as a whole, for the purposes of making after-death services and products offered by Funeral Services Providers available to the members, provided, however, the Society shall not bear any legal or financial responsibility for the disposition of the body of any deceased member. In any negotiations with a Funeral Services Provider in any specific area, representation from the Branch Committee(s) shall be invited to provide advice to the Contracts Committee. No contract or agreement with a Funeral Services

- Provider shall be valid unless signed by the President of the Board of Directors of the Society and the Chair of the Contracts Committee or his or her designate.
2. No Member, group of members, or Branch Committee of the Society shall make representations to any Funeral Services Provider concerning changes to any item covered by the Society contract with the funeral services provider without prior approval of Board of Directors of the Society.
 3. Any inquiries from a Funeral Services Provider not under contract with the Society concerning a contract with the Society shall be referred to the Board of Directors.

PART XVIII – AFFILIATIONS

The Society may affiliate with or become a member of any federal or provincial association or organization whose purposes are, in whole or part, similar to those of the Society provided that any such action to affiliate with, or if such affiliation is unsatisfactory, to disaffiliate from, any such association or organization, shall first be publicized in advance in accordance with the provisions of PART VI herein.

PART XIX – AMENDMENTS

1. No part of the Bylaws shall be repealed or amended except at an Annual General Meeting or a Special General Meeting.
2. Brief information regarding the intention to repeal or to amend these Bylaws shall be published with the notice of the Annual General Meeting or Special General Meeting for the information of Members. Sustaining Members shall receive full information by mail detailing the notice of any motion to amend these Bylaws.
3. Any amendment to the Bylaws of the Society shall require a Special Resolution.
4. Any member proposing a change in the Bylaws shall so inform the Board of Directors through the Secretary at least eight (8) weeks prior to the date of the Annual General

Meeting so that the Notice of Motion to amend may be presented to the membership in the agenda of the Annual General Meeting.

PART XX - RULES OF PROCEDURE

1. The guidelines for procedures in any meeting of the Society shall be those set out in Robert's Rules of Order, revised (1981), save where the provisions of such Rules are inconsistent with the Constitution and Bylaws of the Society.
2. Specific rules of order for the procedure at any General or Annual Meeting shall be presented to the membership for acceptance before the agenda is offered for acceptance.