



# **NOTICE OF ANNUAL GENERAL MEETING**

**September 9, 2020 at Noon (12:00pm)**

**Vernon Golf & Country Club**

**800 Kalamalka Lake Rd, Vernon, BC**

- 1 Call to Order**
- 2 Chairman's Remarks**
- 3 Appointment of Recording Secretary**
- 4 Present Proof of Notice of Meeting**
- 5 Approve Minutes of September 12, 2019 Annual General Meeting**  
*(Attachment 1)*
- 6 Consideration of Financial Statements & Budget Presentation**  
*(Attachment 2)*
- 7 Consideration of Executive Reports**  
*(Attachment 3)*
- 8 Other Business**
  - 8.1 Bylaw Amendments**

Be it resolved by Special Resolution that the Vernon Women in Business bylaws be repealed and replaced with the following bylaws:

*(Attachment 4 – Note: Changes are highlighted in grey for information only; if approved, the filed bylaws will not include the highlights)*
- 9 Election of Executive**
- 10 Termination**

**Vernon Women in Business  
Annual General Meeting Minutes  
September 12, 2019**  
Vernon Golf & Country Club, Vernon, BC

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**1. Call to Order**

Rachelle Moulton, President, took the chair for this AGM.

The Chair was advised that 25 voting members were present, constituting a quorum.

The meeting was called to order at 12:00 pm.

**2. Chairman's Remarks**

The Chair welcomed the members.

**3. Appointment of Recording Secretary**

The Chair asked Alma Jean Inkster to act as Recording Secretary for the meeting and to record the number of members present in person.

Motion that Alma Jean Inkster be appointed Recording Secretary for the 2019 Annual General Meeting. Moved, seconded. **Carried** with a clear majority in favour.

**4. Present Proof of Notice of Meeting**

The Notice of Meeting was forwarded to the Society members on September 04, 2019 in accordance with the provisions of the Society Act and the Society Bylaws.

**5. Approve Minutes of September 12, 2018 Annual General Meeting**

Motion that to approve the minutes of the September 12, 2018 Annual General Meeting as distributed with the Notice of Meeting. Moved, seconded. **Carried** with a clear majority in favour.

**6. Consideration of Financial Statements & Budget Presentation**

The financial statements for the year ending June 30, 2019 were included in the Notice of Meeting.

Motion that the financial statements for the year ending June 30, 2019 be accepted as distributed. Moved, seconded. **Carried** with a clear majority in favour.

The budget and membership dues for the 2019/2020 fiscal year had been approved by the Executive. There was no change in individual membership dues for this year.

**7. Consideration of Executive Reports**

The reports were provided with the Notice of Meeting.

Motion that the Annual Reports of the Executive be adopted as distributed with the Notice of Meeting. Moved, seconded. **Carried** with a clear majority in favour.

**8. Election of Executive**

The Chair asked that all nominees stand and introduce themselves. The slate of nominees was as follows:

President – Elanda Kowalchuk  
Vice-President – Angie Ioakimidou  
Treasurer – Dee Danallanko  
Secretary – Alma Jean Inkster

Motion that the nominees be elected to the Executive. Moved, seconded. **Carried** with a clear majority in favour.

The following volunteered as Directors at Large and would be appointed by the elected Executive:

Communications and Webmaster – Danusia Tarr  
Education – Anita Kuipers  
Membership – Sailles Sutton

**9. Termination of Meeting**

Motion to terminate the meeting. Moved, seconded. **Carried** with a clear majority in favour.

The meeting was terminated at 12:07 pm.

**Call to Order**

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## Statement of Financial Position (Unaudited)

Vernon Women in Business Society

As at 30 June 2020

	30 JUN 2020	30 JUN 2019
<b>Assets</b>		
<b>Current Assets</b>		
Petty Cash	100.00	100.00
Vantage One Chequing 802702	9,709.51	12,356.58
Vantage One Savings	280.42	-
PayPal	1,189.57	1,740.25
Vantage One Equity shares	27.93	27.93
Vantage One Membership Equity	16.21	14.56
Prepaid Expenses	2,827.00	-
<b>Total Current Assets</b>	<b>14,150.64</b>	<b>14,239.32</b>
<b>Total Assets</b>	<b>14,150.64</b>	<b>14,239.32</b>
<b>Liabilities</b>		
<b>Current Liabilities</b>		
Accounts Payable	757.99	1,467.52
<b>Total Current Liabilities</b>	<b>757.99</b>	<b>1,467.52</b>
<b>Non-current Liabilities</b>		
Deferred Revenue	5,014.00	1,505.00
<b>Total Non-current Liabilities</b>	<b>5,014.00</b>	<b>1,505.00</b>
<b>Total Liabilities</b>	<b>5,771.99</b>	<b>2,972.52</b>
<b>Net Assets</b>	<b>8,378.65</b>	<b>11,266.80</b>
<b>Equity</b>		
Current Year Earnings	(2,888.15)	1,830.02
Members' Equity	11,266.80	9,436.78
<b>Total Equity</b>	<b>8,378.65</b>	<b>11,266.80</b>



## 2020-2021 Budget

### REVENUES

#### Membership

Membership Dues

Reimbursement to Board

#### Lunch Dues

Member Lunch

Non-Member Lunch

Christmas Market - Lunch

#### Leadership Conference

Leadership Conference - Ticket Sales

Leadership Conference - Sponsorships

Leadership Conference - Vendor Tables

#### Events

Summer Solstice - Ticket Sales

Christmas Market - Vendor Tables

GVCC Silent Auction

#### Miscellaneous Revenue

### EVENTS

Meal/Lunch Cost (Caterer)

Leadership Conference Costs

Special Events Costs

Scholarship/Bursary/Award

Gifts and Prizes

Jan White Award

WOY Event Costs

### OPERATING EXPENSES

Advertising and Promotion

Auction Expenses

Bank Fees

Board Meeting Expenses

Licences, Fees and Dues

Office and Bookkeeping

Paypal-Square Charges

Postage

Website Development & Software

### NET INCOME (LOSS)

	2019/2020		2020/2021
	Budget	Actual	Budget
Membership Dues	5,000.00	\$ 5,180.00	5,185.00
Reimbursement to Board	-	\$ (730.00)	(680.00)
	5,000.00	\$ 4,450.00	4,505.00
Member Lunch	5,500.00	4,320.00	5,500.00
Non-Member Lunch	2,250.00	1,524.00	2,250.00
Christmas Market - Lunch	2,200.00	1,670.00	1,800.00
	9,950.00	7,514.00	9,550.00
Leadership Conference - Ticket Sales	7,000.00	6,864.50	7,000.00
Leadership Conference - Sponsorships	5,750.00	500.00	5,200.00
Leadership Conference - Vendor Tables	800.00	750.00	800.00
	13,550.00	8,114.50	13,000.00
Summer Solstice - Ticket Sales	1,500.00	264.00	1,500.00
Christmas Market - Vendor Tables	500.00	500.00	500.00
GVCC Silent Auction	-	3,400.00	3,000.00
	2,000.00	4,164.00	5,000.00
Miscellaneous Revenue	-	2.07	-
	30,500.00	24,244.57	32,055.00
Meal/Lunch Cost (Caterer)	9,300.00	6,297.50	8,300.00
Leadership Conference Costs	13,000.00	12,264.16	13,000.00
Special Events Costs	1,250.00	292.22	1,500.00
Scholarship/Bursary/Award	1,000.00	3,000.00	3,000.00
Gifts and Prizes	50.00	483.32	500.00
Jan White Award	300.00	-	-
WOY Event Costs	195.00	-	-
	25,095.00	22,337.20	26,300.00
Advertising and Promotion	250.00	45.00	150.00
Auction Expenses	-	154.35	200.00
Bank Fees	25.00	-	25.00
Board Meeting Expenses	200.00	92.78	200.00
Licences, Fees and Dues	40.00	40.00	40.00
Office and Bookkeeping	700.00	533.88	700.00
Paypal-Square Charges	915.00	732.57	960.00
Postage	25.00	9.45	25.00
Website Development & Software	3,250.00	3,187.49	3,455.00
	5,405.00	4,795.52	5,755.00
NET INCOME (LOSS)	-	(2,888.15)	-

**2019/20 VWIB Executive Summary – President  
Submitted by Elanda Kowalchuk**

Empowering, motivating and educating women this membership year was successful in ways we had not considered as a group. In unique ways the 2019/20 VWIB year changed how we connected with women due to the global pandemic. We ended the year by holding executive meetings, luncheons and meet ups over zoom. With the benefit of social media we were able to offer members and non-members an opportunity to stay connected and still see each other during a pandemic. Both the Vice President, Angie Ioakimidou and Communication Director, Heidi Groenesteyn, successfully managed to keep women connected. As an organization we are grateful to have continued inspiring, educating, and motivating women in various ways during a global pandemic.

We had several successful luncheons up to and including March and were fortunate to have our final June luncheon at the Vernon Golf and Country Club. Our silent auction held at the Greater Vernon Chamber of Commerce Business Awards in October was a success and allowed us to add another award for a female student attending the Okanagan College for the 2020/21 school year. We were hopeful to expand to a third award with another organization, but that will be postponed as the auction will not be happening in October 2020. We hope to hold the auction again in 2021 with the support of the Greater Vernon Chamber of Commerce.

Our goal to encourage young women to join VWIB by attending the Vernon College Campus orientation has been put on hold as students will be learning online in September. As VWIB membership continues to grow and evolve we look for new ways to encourage new members to join. Our social media presence has increased with the support of our communication director and our hope to grow our membership. Supporting our members by purchasing gift cards as prizes and offering luncheon speaker roles to members are ways we continue to support our members.

As our membership grew this year to include many newer faces we made the decision to stop the Jan White award previously held for VWIB members for the past few decades. The decision was not made lightly, as Jan was a great inspiration to the organization. However, after so many years and so many new members women did not know enough about Jan White, or the current members to nominate a candidate for the award. The executive decided as a membership the importance of acknowledging all the women involved in the organization and the commitment of the executive and special committee chairs to the success of VWIB, so the Jan White award was retired.

I was proud to be involved with VWIB as the president during this unique time. I am not sure whether another president will rely so much on the support of the executive to keep women engaged and connected without meeting in person. Such a time makes it challenging to encourage women to participate and engage, and ensure the continued success of VWIB. Our final luncheon and Summer Solstice event in June showed us how much women want to get together to connect. While physically distancing we were able to host two successful events where we were able to share our experiences. At our June luncheon each woman was able to share the rose, bud and thorn; which was the good, the struggle, and the growth that came from being in a pandemic which helped us to grow as women. I will continue as a member next year and look forward to watching the Board members continue to work together to promote and build a strong group of women who are respected in our community.

Elanda Kowalchuk

**Vice President Report 2019/2020**  
**Submitted by Angie Ioakimidou**

Serving the board as Vice President and Chair of the Leadership Conference has not only been an amazing experience but also challenging at times, due to COVID-19 and all the safety regulations that were put in place by our province's health officials.

My main role this year was to shadow and support our President, Elanda. As many of you know, Elanda is a very successful, inspiring and empowering woman that has been an incredible mentor. Her professionalism and respectful manner while dealing with many challenges that arise throughout the year, have been some of the assets I will always cherish and look up to her for. Another role I had was to organize our evening meet ups at local businesses; some were more successful than others but always super fun to attend. Going forward, the meet ups will be held in the evening only, the 3<sup>rd</sup> Wednesday of the month. This makes it a little easier for our members to plan.

As Chair of the Leadership Committee, I had the honor to work with some of the most incredible women. And even though COVID might prevent us from hosting the Conference this year, the committee will continue to work in order to provide an unforgettable experience.

As always, this has been a very successful year and despite the COVID restrictions, the executive worked together in order to come up with ways we can better serve and support our members. And we will continue to do so in the years to come.

I'm honored to be serving as President this year but let me tell ya....do I have big shoes to fill. I look forward to welcoming new members, finding ways to promote our amazing group and helping it grow even more.

A huge thank you to everyone that sat on committees with me and to all members that have supported this group and continue to so passionately support it. You all bring so much to our tribe and I cannot wait to see you, learn from you and grow with you!

Cheers to a successful and evolving year!

Angie Ioakimidou

**Treasurer's Report 2019/2020**  
**Submitted by Dee Danallanko**

This was my third year as your Treasurer. I'm pleased to report that we remain in a solid financial position with around \$14k in current assets.

Although we have had an unusual spring due to COVID restrictions, we managed to stay on track financially, with one notable exception.

- Our lunch dues covered lunch costs with a small amount left over.
- Our Summer Solstice event more or less broke even.
- The silent auction that was jointly operated with Greater Vernon Chamber of Commerce raised \$3,400 towards our annual VWIB award to deserving young women enrolled in a business program. We provided \$3,000 to the Okanagan College towards this award.
- Membership dues covered our operating expenses with a small amount left over.
- The fall 2019 Leadership Conference expenses unfortunately exceeded revenues by a little over \$4k due to a deficiency of sponsorships. This event depends on sponsorships in order to break even so a renewed effort will be made by the leadership committee this year to ensure that the 2021 conference is able to break even once again.

I have enjoyed working with the board this year, which is composed of a lovely group of talented and experienced ladies. Thank you to Elanda for serving as our President and leading us through a most interesting year! A shout out to Deb for serving as our membership coordinator and helping me at the door all year long. Many thanks to Alma Jean for serving as our secretary and steadfastly taking our minutes at every meeting. Thank you to Shana for stepping in to take over from Alma Jean. Kudos to Anita for organizing many fun and interesting lunches throughout the year (I thought your bingo was really great!). All my gratitude to Danusia for keeping our email and website up and running and overseeing a major website overhaul.

For those of our members who are curious about what it would be like to serve on the board of a small non-profit organization, the good news is that you can join our board as a member at large and learn a little about each role before committing to anything. For example, if you are interested in the Treasurer role, but aren't sure how to go about it, you could shadow the Treasurer for the next fiscal year and step into the role at some future date. You could also serve on a committee to help us put on great events.

Thanks to all our members for spending another year with us, particularly as we maneuvered through an unprecedented situation this spring. A big thank you to our communications coordinator, Heidi, and our vice-president, Angie for keeping in touch with our membership on social media when we could not do so in person.

Dee Danallanko

**Education Report 2019/2020**  
**Submitted by Anita Kuipers**

This has been my second year serving the Board in the position of Education. We have had a range of dynamic and engaged speakers this year in addition to 3 luncheons being networking events. The networking luncheons incorporated activities to facilitate connection with a number of members and guests such as Scavenger Hunt, Business Bingo and “Rose, Bud, Thorn”. The Business Bingo was a real hit! As mentioned from other board members, due to Covid 19 and the need to physically distance, the way in which VWIB continued to serve this community was through various web platforms. The speakers during the months of April and May, presented to us on Zoom. The transition appeared seamless and members were still able to receive the value our speakers had to offer.

Speakers and topics were:

Yania Greenaway from Inspire Healing

Connie Viszlai from Community Futures sharing the new Momentum Program for entrepreneurs

Ashley Duggan – How to take flat lay photos using your Smartphone, practical and hands on experience provide for everyone who attended.

Danusia Tarr – 6 Essential Elements on shareable Social Media

Dee Danallanko – Tax Tips and Strategies

Deanna Deacon – Speaker for Leadership Conference gave us an appetizer for what’s to come - Empowerment

As was suggested from Christina Vinters two years ago, the importance of communicating with the prospective speakers and letting them know the intention and guidelines for their presentation, was followed up with and implemented. My focus has been to support our current members and offer them with the opportunity to present and be a speaker at the luncheon. I have made myself available to provide guidance where needed to facilitate their success. The balancing act is being aware and also inviting speakers who are not currently members, as the board agrees or suggests, to present topics of value and interest to our members, as was the case with 2 of our speakers this year.

My personal joy comes from learning and collaborating with the other board members, facilitating connections among our members and providing opportunities for members to learn something new that helps them with their business.

**Webmasters Report 2019-2020**  
**Submitted by Danusia Tarr**

The 2019/2020 year was not stellar for the webmaster position. Over the summer of 2019 our web support tech had promised to give our website a new updated theme and to resolve issues we were having with the member registration process. This was to be completed by the beginning of our new year in September 2019. Despite continual promises that the website would be ready, no progress was made in the refresh and problems and frustrations persisted throughout the year.

In March the Board made the decision to switch our web-hosting and web support to Merit Based Marketing, an Enderby based, female led website design and marketing firm. (Our previous support was a young male freelancer out of Calgary) MBM took over the hosting of our site in mid April 2020 and our refreshed site went live in June 2020. While there continues to be some hick-ups, the overall design and user experience has definitely been improved. We look forward to continued improvements in functionality over the coming year.

On a personal note, with the onset of the COVID-19 situation in March, I experienced financial and family stress that required me to take on a new full-time work position. I have not had the available time required to adequately fulfil my responsibilities as the webmaster. I apologize to the board and VWIB members for not being able to dedicate the time needed to make this position shine.

**Communications Report 2019-2020**  
**Submitted by Heidi Groenesteyn**

Taking on the roll to run social media and the monthly newsletters scared me to death. Many of you don't know but I have a high functioning generalized anxiety disorder so when I was asked to take this on, I hesitated. I then took a deep breath and told myself to not step, but leap out of my anxiety bubble and help out the executive when they needed someone. Taking that on led to joining the leadership conference committee and our student of the year bursary committee which both involve getting out in the community and approaching my anxiety head on. What I do know, is that there is not a better group of women to work with and learn from than Vernon Women in Business. I have not only gained wonderful networking relationships but many long lasting friendships with strong empowering women.

We are going in to an interesting year coming up and plan to have safe, yet fun luncheons and still plan to have as many networking opportunities as possible while respecting Covid-19 suggestions. Thank you to all of you amazing and inspiring women who make this group what it is today. Let's make our past presidents and new and returning members proud. Let's rock 2020! Xoxo



**Memberships Annual Report for 2019-2020**  
**Submitted by Deborah Toren**

I believe our membership was steady, as compared with recent years, with 56 memberships in total broken down to 34 memberships purchased at regular price; 15 memberships purchased in February at the pro-rated price and 7 corporate memberships.

Having our members being encouraged to purchase their luncheon tickets online in a timely fashion certainly speeds things up at the door.

As this was an unusual year with 3 of our “luncheons” being held on Zoom, the attendance was good. There were many guests at most meetings and some became members. The meet ups were also well attended (when they could be held). The Summer Solstice was well attended with 21 in attendance.

Whilst members could not be attending “real” meetings, Heidi and Angie did a fabulous job keeping the cohesive spirit alive with their Facebook Live interviews and entertaining interactions.

Creating a draw for a “free” membership for early purchase of the 2020/2021 fiscal year proved to be successful as we had 23 in the running for the prize.



## **Bylaws of Vernon Women in Business (the "Society")**

### **PART 1 – DEFINITIONS AND INTERPRETATION**

#### **Definitions**

##### **1.1** In these Bylaws:

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

**"Board"** means the directors and officers of the Society;

**"Bylaws"** means these Bylaws as altered from time to time;

**"Directors"** means the Officers and any other appointed or elected Board members;

**"Officers"** means the President, Vice-President, Secretary and Treasurer;

**"Ordinary Resolution"** means

- (a) a resolution passed at a general meeting by a simple majority of the votes cast by the voting members;
- (b) a resolution consented to in writing, after being sent to all of the voting members, by at least 2/3 of the voting members.

**"Special Resolution"** means

- (a) a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members;
- (b) a resolution consented to in writing by all of the voting members.

#### **Definitions in Act apply**

##### **1.2** The definitions in the Act apply to these Bylaws.

#### **Conflict with Act or regulations**

##### **1.3** 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.

### **PART 2 – MEMBERS**

#### **Application for membership**

##### **2.1** A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.



### **Duties of members**

- 2.2** Every member must uphold the constitution of the Society and must comply with these Bylaws.

### **Amount of membership dues**

- 2.3** The amount of the annual membership dues, if any, must be determined by the Board.

The directors of the Society may determine complimentary memberships.

### **Member not in good standing**

- 2.4** A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

### **Member not in good standing may not vote**

- 2.5** A voting member who is not in good standing
- (a) may not vote at a general meeting, and
  - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### **Termination of membership if member not in good standing**

- 2.6** A person's membership in the Society is terminated if the person is not in good standing for 4 consecutive months.

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Time, place, and notice of general meeting**

- 3.1** A general meeting must be held at the time and place the Board determines.
- 3.1.1** Written notice of the date, time and location of a general meeting must be sent to every member of the society at least 14 days before the meeting, but not more than 60 days before the meeting.
- 3.1.2** The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.

### **Ordinary business at general meeting**



**3.2** At a general meeting, the following business is ordinary business:

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

### **Notice of special business**

**3.3** A notice of a general meeting must state the nature of any 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.

### **Chair of general meeting**

**3.4** The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
  - (i) the president,
  - (ii) the vice-president, if the president is unable to preside as the chair, or
  - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

### **Alternate chair of general meeting**

**3.5** If there is no individual entitled under these Bylaws 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 must elect an individual present at the meeting to preside as the chair.



### **Quorum required**

**3.6** 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.

### **Quorum for general meetings**

**3.7** The quorum for the transaction of business at a general meeting is 10% of the voting members.

**3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

(a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

(b) in any other case, if 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.

Voters attending a general meeting count towards quorum, whether or not those voters remain present throughout the meeting after quorum is calculated. Quorum need not be recalculated if voters leave the meeting before the meeting is terminated or adjourned, and any such voters departing the meeting shall be considered present for the purpose of determining quorum, and shall be treated as abstaining from voting.

### **Adjournments by chair**

**3.10** 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, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

### **Notice of continuation of adjourned general meeting**

**3.11** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.



## **Order of business at general meeting**

**3.12** 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) if the meeting is an annual general meeting,
  - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - (iii) elect or appoint directors, and
  - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

## **Methods of voting**

**3.13** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

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

## **Announcement of result**

**3.14** 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.

## **Proxy voting not permitted**

**3.15** Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

**3.16** 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.

## **PART 4 – DIRECTORS**

### **Number of directors on Board**

**4.1** The Society must have no fewer than 5 and no more than 11 directors.

### **Election or appointment of officers**

**4.2** At each annual general meeting, the voting members entitled to vote for the election or appointment of officers must elect or appoint the officers.

### **Directors may fill casual vacancy on Board**

**4.3** If a director resigns or is unwilling or unable to act for a period of two (2) or more months, the remaining directors may appoint a replacement director for the remainder of the term.

Before replacing a director for being unable to act, the remaining directors must provide that director with fourteen (14) days written notice of their intention to do so.

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

### **Term of appointment of director filling casual vacancy**

**4.4** 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 office created the vacancy.

## **PART 5 – BOARD MEETINGS**

### **Calling board meeting**

**5.1** A board meeting may be called by the president or by any 2 other directors.

### **Notice of board meeting**

**5.2** At least 2 days' notice of a board meeting must be given unless all the directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

**5.3** 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 meeting.

### **Conduct of board meetings**

**5.4** The directors may regulate their meetings and proceedings as they think fit.

**5.4.1** All directors present at a Board meeting have one vote.

**5.4.2** In the case of a tie vote, the chair does not have a second or casting vote, with exception of the voting process under item 6.2.1 of these bylaws.

### **Quorum of directors**

**5.5** The quorum for the transaction of business at a board meeting is a majority of the directors.

## **PART 6 – BOARD POSITIONS**

### **Election or appointment to Board positions**

**6.1** Officers must be elected or appointed to the following Board positions, and an officer, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

**6.1.1** At every annual general meeting, the previous year's vice-president is appointed to the president position for the current year. Should the previous year's vice-president forfeit the appointment due to unforeseen or extenuating circumstances, the members will elect a president.

To clarify, the member elected to vice-president agrees to the two-year commitment and understands that they will be appointed to the president's position the following year.

**6.1.2** Members interested in becoming an officer must put their name forward to the Board prior the society's year-end to stand for election for the following year. The society's Policy Manual details the procedure and exceptions.

## **Directors**

**6.2** Directors who are appointed to positions on the Board by the officers in addition to the positions described in these Bylaws are appointed as directors at large. Defined positions of the directors are as follows, but not limited to these positions:

- (a) membership;
- (b) education;
- (c) communication;
- (d) webmaster.

**6.2.1** The directors are appointed by the officers by majority vote, with the chair having a second or casting vote, prior to the society's year-end the appointments are effective as of the annual general meeting. This process will provide for proper transition and continuity.

**6.2.2** The past president must be available for advice and training to the new incoming president if and when required. The past president is not a director's position.

**6.2.3** Members interested in becoming a director must put their name forward to the Board. The society's Policy Manual details the procedure.

**6.2.4** Committee chairs are not directors, unless elected or appointed separately as a director at large, and only attend board meetings upon invitation of the directors. Committee chairs do not vote at Board meetings.

## **Role of president**

**6.3** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

## **Role of vice-president**

**6.4** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

## **Role of secretary**

**6.5** The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and board meetings;
- (b) taking minutes of general meetings and board meetings;



- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board.

### **Absence of secretary from meeting**

**6.6** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

### **Role of treasurer**

**6.7** 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) keeping accounting records in respect of the Society's financial transactions;
- (c) filing the annual report of the Society and making any other filings with the registrar under the Act.
- (d) preparing the Society's financial statements;
- (e) making the Society's filings respecting taxes.

## **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

**7.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

### **Signing authority**

**7.2** A contract or other record to be signed by the Society must be signed on behalf of the Society

- (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 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.



## **PART 8 – DISSOLUTION OF SOCIETY**

### **Distribution of property**

- 8.1** Upon dissolution of the Society, all remaining assets are to be distributed to Okanagan College Foundation or their successor to use at their discretion with the purpose of advancement of education for women who are interested in Business, as deemed beneficial to the purposes of the Society.