



## **Constitution and Bylaws**

*Adopted October, 2017*

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# CONSTITUTION OF *Bulkley Valley Christian School Society*

## Name

1. The name of the Society is ***Bulkley Valley Christian School Society***.

## Purposes

2. The purposes of the Society are:
  - (a) to advance Christian education, as ordained by the covenant God, by establishing and operating Christian schools, and hiring and employing qualified Christian teachers and other staff members to direct, advise on, and carry out Christian education based on the principles set forth in the bylaws;
  - (b) to advance religion by establishing and maintaining a place of worship and conducting services in accordance with the tenets and doctrines of the Christian faith;
  - (c) to advance religion by teaching and preaching the religious tenets, doctrines, and observances associated with the Christian faith through missions, missionary work, and evangelism;
  - (d) to relieve poverty through service projects such as operating a food bank, conducting a clothing drive and the like for individuals or families who are in need;
  - (e) to relieve poverty in developing nations by providing basic necessities of life, including food, clean water, clothing, or shelter to individuals or families in need;
  - (f) to advance education by providing scholarships and bursaries to students;
  - (g) to advance education for the public by providing distributed learning programs to learners outside of the traditional school classroom when learners are primarily at a distance from the educator and school;
  - (h) to address and prevent problems faced by children by operating non-profit before and after school programs;
  - (i) to do all such things as are incidental and ancillary to the attainment of the not-for-profit purposes of the Society.

# BYLAWS OF

## *Bulkley Valley Christian School Society*

### Part 1 – Foundational Statements of Faith and Principles and Interpretation

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1.1 The supreme standard of the Society is the Word of God written, the Holy Scriptures of the Old and New Testament, the only infallible guide for faith and practice. These scriptures are here confessed to be the Word of God according to the conception of it embodied in the historic creeds of the Reformed churches such as the Belgic Confession, the Heidelberg Catechism, the Westminster Confession of Faith and other Reformed creeds. In harmony with the above statements we confess the following:

**Creation:** That “the world was created by the Word of God, so that what is seen was not made out of things that are visible” (Heb.11:3 ESV). By this act of creation God gave “all creatures their being, form, and appearance and their various functions for serving their Creator” and “God also sustains and governs them all, according to his eternal providence and by his infinite power, that they may serve humanity, in order that humanity may serve God.” (Belgic Confession, Art. 12)

**The Fall:** That through the fall of humanity into sin in paradise, their hearts became corrupt, and their minds were darkened so that they cannot rightly know God and His world unless they are regenerated by the Spirit of God. Through the fall of humanity, creation also was cursed and subjected to bondage. (Rom. 8:20, 21)

**Redemption:** That God sent His Son, Jesus Christ, into this world to redeem fallen humanity and to restore the creation to its original position. In Christ, the second Adam, the creation is set free from its bondage to decay and will one day obtain the glorious liberty of the children of God (Rom. 8:21 ESV). Christ is the key to true knowledge, for in Him are hid all the treasures of wisdom and knowledge (Col.2:3).

**Humanity’s Calling:** That humanity was created in the image of God, and was thereby called into office as vice-regent of God, to have dominion over God’s creation and subdue it in the service of God as prophet, priest, and king, that they may confess His name, present themselves as living sacrifices to Him, and rule with Him over all creatures (Heidelberg Catechism, Lord’s Day 12);

**Kingdom:** That the Kingdom of God, as it was established in Christ, His Son, is a present reality which embraces the entire cosmos. As subjects of the King, we are called to promote His Kingdom as good stewards of His manifold gifts. We are to teach our children how to live in God’s world as loyal subjects of Christ Jesus. The Kingdom shall reach its completion when Christ shall return and God shall be all in all (I Cor. 15:28); and

**Parents:** That we believe the primary responsibility for education rests with the parents, to whom the Lord entrusts children. They must, therefore, accept this obligation in view of the covenantal relationship which God established with believers and their children. By virtue of the covenant of grace these children belong to God and must be taught to live as obedient children of their heavenly Father in His domain. Such education must be of a high quality and in fundamental harmony with what is taught in the home (Deut. 6:7).

1.2 Based on the statements in section 1.1 above, the following Foundational Principles for Education provide the framework for Christian Education at the Society. Educational effort is rooted in a historic reformed world and life view: Christ is Lord of all, He reveals Himself in His Word and works, He is the source of all love and grace, all glory is due to Him, and our faith in Him marks and changes our lives and enables us to be ambassadors for Him. Our educational institution is shaped in its faith and scholarship by these central principles about good quality education:

**Education is informed by the unique authority of the Bible:** We are committed to the infallibility and inerrancy of the Scriptures. We recognize that the Holy Bible, including both the Old and New Testament, represents the whole counsel of God. It shows us the way of salvation, and is the ultimate authority for the life and practice of all believers.

**Education deals with the created reality of the world:** We believe that God is the sole source of the entire created order. He designed it well and without flaw, for the purpose of glorifying God. When considered through the lens of Scripture, our study of the things God has done and made cause us to know and love Him more.

**Education considers the effect of sin:** We believe that sin entered the world by humanity's rebellion against God, affecting every aspect of creation, including every area of human life. All parts of creation, including our minds, are caught up in the great rebellion against the Creator. Human beings are sinners by nature, alienated from God. Only through God's saving work in Jesus Christ can they experience eternal salvation through faith.

**Education focuses on God's plan of redemption:** We profess that God graciously preserves the world, holding all things in his tender embrace and bending them to his purpose. God not only saves our souls; He redeems our whole person. Through the power of the Holy Spirit, He sets our thinking and emotions free from the power of sin in order for us to become useful for the work of God. As redeemed persons, our thoughts, emotions, wills and habits are given new direction.

**Education enables restoration to take place:** We are called as new persons we and enabled to be God's stewards who endeavor to return our physical world and human relationships to the state and design that God intended for them. This work of restoration requires a sound understanding of all created things.

**Education belongs to the parents:** We recognize that it is God's special gift when he chooses to place children and adults in a context of a community where people love God and desire to live for Him. This covenant relationship obliges Christian parents to engage their children in education for a life of obedience to their calling in this world as image bearers of God.

1.3 Based on the statements in section 1.1 and 1.2 above, our historic reformed world and life view have offered us distinctive insights that shape the character of learning and interactions in our Christian School. Consequently, participants in the educational process in the Society will be engaged as per the following Educational Creed:

**Creation:** We eagerly study the physical world as part of God's truth. God is sovereign. He created the world and gave it purpose. We realize that learning can lead to important, complex, and challenging questions that will tell us much about God, creation, and about how to live.

**Students:** We love, value and respect every student regardless of academic potential, physical ability, personality, socio-economic status, or race. God has made each person in His image for His glory. Classroom structures and learning opportunities are designed to meet all students' needs.

**Teachers:** We hold that the things that are taught in classes and the lives lived by the teachers emphasize the need for all to speak of God the Father as the Creator and Keeper of all things, Jesus Christ as the Saviour of the world, and of the Holy Spirit as the one who guides us in all truth.

**Curriculum:** We examine all curriculum; humanities, sciences, fine arts, applied skills, and athletics, through the lens of Creation-Fall-Redemption-Renewal paradigm;

**Society:** We explore and care for creation, restore relationships, work for justice, and use talents, gifts and opportunities. We strive to develop the students' mind, heart, will, and body. We do this in obedient response to God's call to love Him, and our neighbor as ourselves. The gift of salvation affects our lives both now and eternally.

**Holistic:** We educate in a holistic fashion. Each element of our educational program has value in and of itself, but is also an important piece of 'the whole'. Our Christian worldview guides our understanding of each piece and how they are connected.

**Service:** We need servant hearts. Students observe adults modeling lives of service. We encourage students to see the world as much larger than their own experience. Our school gives students opportunities to serve others in their classrooms, communities, and beyond.

**Home:** We function in our school as an extension of the Christian home. Students, staff, and families are called to be a grace-filled community where they rejoice in God and in each other. Such a community encourages openness and honesty, grace and patience, joy and faithfulness, excellence and growth. Problem solving also takes place in the context of community. Our discipline policies are rooted in justice and aim to achieve personal growth and spiritual maturity.

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

**"address of the Society"** means the address of the Society as filed from time to time with the Registrar in the Notice of Address;

**"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;

**"Board resolution"** means:

- (i) 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; or
- (ii) a resolution that has been submitted to all of the directors and consented to in writing by 75% of the directors who would have been entitled to vote on it in person at a meeting of the Board;

**"bylaws"** means the bylaws of the Society as filed in the office of the Registrar;

**"Chair"** means a person elected to the office of Chair in accordance with these bylaws but such officeholder may use the title Chairman, Chairperson or Chairwoman in substitution for the title "Chair";

**"constitution"** means the constitution of the Society as filed in the office of the Registrar;

**"directors"** means those persons who have become directors in accordance with these bylaws and have not ceased to be directors, and a "director" means any one of them;

**“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;

**“ordinary resolution”** means:

- (i) 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;
- (ii) a resolution that has been submitted to all of the members and consented to in writing by two-thirds of the members who would have been entitled to vote on it in person at a general meeting of the Society; or
- (iii) if the bylaws authorize voting by mail or other means of communication, a resolution passed by a simple majority of the votes cast in accordance with the bylaws;

**“Principal”** means a person appointed to the office of Principal in accordance with these bylaws;

**“registered address”** of a member or director means the address of that person as recorded in the register of members or the register of directors;

**“Registrar”** means the Registrar of Companies of the Province of British Columbia;

**“Secretary”** means a person elected to the office of Secretary in accordance with these bylaws;

**“Society”** means Bulkley Valley Christian School Society,

**“Societies Act”** means the *Societies Act*, SBC 2015, c 18, as amended from time to time;

**“special resolution”** means:

- (i) a resolution passed at a general meeting of the Society by a majority of not less than two-thirds of the votes cast by those members entitled to vote at such meeting; or
- (ii) a resolution consented to in writing by every member who would have been entitled to vote in person at a general meeting of the Society;

**“Treasurer”** means a person elected to the office of Treasurer in accordance with these bylaws; and

**“Vice-Chair”** means a person elected to the office of Vice-Chair in accordance with these bylaws.

1.5 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.

1.6 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

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2.1 The members of the Society are the members in good standing as at the date these bylaws become effective, and those persons who subsequently become members, in accordance with these bylaws and who, in either case, have not ceased to be members as provided for in these bylaws.

2.2 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.

- 2.3 Each applicant seeking to become a member of the Society shall:
- (a) complete such application procedures as may be prescribed by the Society;
  - (b) annually signify agreement with and endorsement of the basis and principles of the Society set out in the constitution and bylaws of the Society, including the Foundational Statements of Faith and Principles set out in sections 1.1, 1.2 and 1.3 of these bylaws; and
  - (c) satisfy such other requirements as determined by the directors from time to time.
- 2.4 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.
- 2.5 Every member shall execute a membership 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.
- 2.6 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.
- 2.7 A person shall cease to be a member of the Society:
- (a) upon the date which is the later of the date of 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) on his or her death;
  - (c) on being expelled pursuant to section 2.8.
- 2.8 The Board may expel, suspend or otherwise discipline any member for nonpayment of dues or other fees payable pursuant to section 2.6 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 purposes 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.
- 2.9 All members are in good standing except a member who:
- (a) has failed to execute the membership declaration described in section 2.5;
  - (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 the debt remains unpaid; or
  - (c) is under suspension or discipline pursuant to section 2.8.
- 2.10 Any member who ceases to be a member of the Society forfeits all rights, claims, privileges or interest arising from membership in the Society.
- 2.11 The membership of a person in the Society is not transferable.



## Part 3 – Meetings of Members

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- 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 The Society shall give not less than 7 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.
- 3.3 Notice of a general meeting shall specify the place, the day and the hour of the meeting.
- 3.4 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.
- 3.5 An annual general meeting shall be held at least once in every calendar year.

## Part 4 – Proceedings at General Meetings

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- 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 or more 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 no 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 act as 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 for an ordinary resolution is by show of hands or voice vote recorded by the secretary of the meeting or by absentee ballot, except that, at the request of any two members present at the meeting, a secret vote by written ballot shall be required.
- 4.14 Voting for a special resolution 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. No absentee ballot will be permitted.
- 4.15 Voting by proxy is not permitted.
- 4.16 The Board may determine that an issue to be decided by the members shall be decided by absentee ballot by mail, e-mail, hand delivery or other means of communication, provided that the Society has a system that enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Society without it being possible for the Society to identify how each member voted.
- 4.17 If the Board determines that an issue shall be decided by absentee ballot, the Board may determine the rules respecting how that voting is to occur. In the absence of such determination, the following process shall apply. The Board shall designate tellers and shall send to every member shown on the register of members on the day the ballots are issued:
- (a) a printed ballot together with full instructions for making and returning by the required date;
  - (b) an inner return envelope with a space for the member's signature placed on its face; and
  - (c) a recognisable, self-addressed return envelope with the name and address of the Secretary of the Society or other person designated by the Board to receive the marked ballots.

At the meeting of the tellers where the votes are to be counted, the tellers shall check the signature on the inner return envelope against the list of members qualified to vote; check the member off on the list as having voted; and remove the folded ballot and place it, still folded, into the ballot receptacle. When all of the inner envelopes have been processed, the ballots shall be taken from the receptacle and the votes shall be counted. Votes decided by other means of communication shall be tailored to comply with the above requirements.

- 4.18 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.

## Part 5 – Directors

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- 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 3, 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 Elections for directors shall normally be held at the spring general meeting and the term of office of elected directors shall normally be 3 years and the election of directors shall be arranged so that as nearly as possible one-third of the directors shall retire each year.
- 5.7 Directors may be elected to 2 consecutive terms.
- 5.8 The Board shall provide the members with a list of qualified candidates for election as directors. The Board shall nominate at least as many candidates as there are vacancies on the Board. Only those persons nominated by the Board may stand for election; nominations from the floor shall not be permitted for the office of director.
- 5.9 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. Votes of acclamation will also be by secret ballot. If a vote for a candidate by acclamation fails, the directors must keep looking for a suitable candidate.
- 5.10 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.
- 5.11 Each director shall be required to wholeheartedly accept, adopt, and subscribe in writing 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 sections 1.1, 1.2 and 1.3 of these bylaws, and the statement of Community Standards as adopted and in force by the Board from time to time. A director must sign a statement agreeing to serve as director.
- 5.12 Every director serving a term of office shall retire from office at the close of the spring 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 three, the person previously elected as director shall continue to hold office until such time as successors directors are elected.

- 5.13 The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office, but no director shall be removed until he has been given notice of the proposed action and an opportunity to be heard by the members at the general meeting.
- 5.14 Notwithstanding the foregoing bylaws, if a director ceases to hold office during his term for any reason other than removal by a resolution of the members, the Board may appoint a person as a replacement director to take the place of such director until the next annual general meeting.
- 5.15 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) upon his death;
  - (c) upon ceasing to be a member of the Society; or
  - (d) upon being removed by a special resolution.
- 5.16 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. No employee of the society shall serve as a director.
- 5.17 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.
- 5.18 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

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- 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 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 the person does so and the result is a tie, the person 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 – Committees

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- 7.1 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.
- 7.2 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.

- 7.3 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 8 – Duties of Officers

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- 8.1 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. A director may hold more than one office, with the exception of the Chair, who may not also hold the office of Treasurer.
- 8.2 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.
- 8.3 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.
- 8.4 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.
- 8.5 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;
  - (d) the custody of the common seal of the Society;
  - (e) the maintenance of the register of members; and
  - (f) the conduct of the correspondence of the Society
- 8.6 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) the rendering of financial statements to the directors, members and others when required.
- 8.7 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.

## Part 9 – Seal

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- 9.1 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.
- 9.2 The Secretary shall have custody of the seal of the Society, which shall be used for such purposes as the Board may authorise.

## Part 10 – Finances

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- 10.1 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, provided only that borrowing which requires providing land and buildings owned by the Society as security for the borrowing must be approved by the membership by a special resolution. Terms of repayment must be included in the special resolution.
- 10.2 The Board may, at its discretion, borrow up to 5% of the operating budget on the society's line of credit.
- 10.3 The Board shall not incur an unbudgeted expenditure in excess of 5% of the annual budget without the authorization of the Society by special resolution.
- 10.4 Upon the dissolution of the Society and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to such Christian educational organization as determined by the Society, provided that it is then a qualified donee as described in subsection 149.1(1) of the *Income Tax Act*.

## Part 11 – Auditor

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- 11.1 This part applies only where the Society is required or has resolved to have an auditor.
- 11.2 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
- 11.3 At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting in accordance with the procedures set out in the *Societies Act*.
- 11.4 An auditor may be removed by ordinary resolution in accordance with the procedures set out in the *Societies Act*.
- 11.5 An auditor shall be promptly informed in writing of appointment or removal.
- 11.6 No director, officer or employee of the Society shall be an auditor.
- 11.7 The auditor may attend general meetings.

## Part 12 – Notices

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- 12.1 A notice may be given to a member, either personally or by mail or by electronic mail or by facsimile to the member at the member's registered address or the member's e-mail address or facsimile numbers, as recorded in the Society's records.
- 12.2 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 mail or facsimile shall be deemed to have been given on the date of transmission.
- 12.3 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, and
  - (b) the auditor, if an auditor is appointed under these bylaws.

## Part 13 – Indemnification

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- 13.1 Subject to the provisions of the *Societies Act*, every 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 actually and reasonably sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his 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.
- 13.2 The Society shall 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 14 – Dispute Resolution

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- 14.1 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 1 Corinthians 6:1-8, Matthew 5:23-24, Matthew 18:15-20 and other pertinent portions of the Holy Bible.

- 14.2 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.
- 14.3 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 in Smithers unless otherwise agreed upon by the member and director. Both parties shall share the fee of the mediator and arbitrator equally.
- 14.4 The Society and the members and directors of the Society shall use their best efforts to conduct any 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 15 – Miscellaneous

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- 15.1 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, or by any non-member subject to the provisions of the *Societies Act*.
- 15.2 Any meeting of the Society, the Board, or any committee may also be held, or any member, director or member of the 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, members of the Advisory Council or persons participating in the meeting can hear and respond to one another. All such members, directors or persons so participating in 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.
- 15.3 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.
- 15.4 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.

## Part 16 – Bylaws

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- 161 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 Subject to section 17.3, these bylaws shall not be altered or added to except by special resolution.
- 16.3 The constitution of the Society and sections 1.1, 1.2 and 1.3 of these bylaws shall not be altered or added to except by a resolution passed at a general meeting of the Society by a majority of not less than 90% of the votes cast by those members entitled to vote at such meeting.

Dated May 14, 2018.

**Form #2**

## Application for Society Membership

Having read the Constituion and Bylaws of Bulkley Valley Christian School, I/we signify my/our agreement with and endorsement of the basis and principles of the Society set out in the constitution and bylaws of the Society, including the Foundational Statements of Faith and Principles set out in sections 1.1, 1.2 and 1.3 of these bylaws. I/we, the undersigned, hereby make application to the society for membership.

APPLICANT NAME  
(PLEASE PRINT)

APPLICANT NAME  
(PLEASE PRINT)

HOME ADDRESS

HOME ADDRESS

PHONE

PHONE

SIGNATURE

SIGNATURE

TODAY'S DATE

TODAY'S DATE



**Bulkley Valley  
Christian School**

[www.bvcs.ca](http://www.bvcs.ca)

