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## Part 1 — Interpretation

1.1 In these bylaws, unless the context otherwise requires:

“**Directors**” means the directors of the Society for the time being;

“**Member**” includes a person who is a full member, or person or organisation who is an associate member of the Society;

“**Ordinary Resolution**” means a resolution passed in a general meeting by the full members of the Society by a simple majority of votes cast in person;

“**Registered Address**” of a member means post mail address of a Member as recorded in the official records of the Society;

“**Society**” means the JET Alumni Association of British Columbia;

“**Society Act**” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;

“**Special Resolution**” means:

- a. a resolution passed in a general meeting by a majority of not less than 75% of the votes of those Members of the Society who, being entitled to do so, vote in person (i.e. not by proxy)
  - i. of which the notice that the bylaws provide and not being less than 14 days’ notice specifying the intention to propose the resolution as a special resolution has been given; or
  - ii. if every Member entitled to attend and vote at the meeting so agrees, at a meeting of which less than 14 days notice has been given;
  - iii. “**Board**” means the council of Directors who are responsible for the administration and organisation of the society and its business.

“**Steering Committee**” means sub-committee which represents the individuals who are selected to assist in the administration and organisation being overseen by a Director(s).

1.2 Words importing the singular include the plural and vice-versa; and words importing the neuter include a corporation, organisation, the masculine and the feminine.

## Part 2 — Membership

2.1 The Members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become Members, in accordance with these bylaws and, in either case, have not ceased to become Members.

- 2.2 A person may apply to the voting Directors for membership in the Society and on acceptance of the voting Directors, in accordance with these bylaws, shall be a Member.
- 2.3 Membership shall be divided up into the categories of full members and associate members with each category having separate and distinct rights.
- 2.4 In order to become a full member in the Society:
- a. one must be a person as distinct from an organisation or corporation;
  - b. a past participant in the Japan Exchange and Teaching Programme or its predecessors; and
  - c. comply with any additional criteria, which the Board of Directors may establish from time to time.
- 2.5 Full members shall enjoy all rights and responsibilities available within the Society pursuant to its constitution, bylaws and rules, including but not limited to the following:
- a. the right to attend open Society functions and Board meetings;
  - b. the right to vote at general meetings; and
  - c. the right to run for director positions in Society elections.
- 2.6.1 The Board may grant associate memberships to organisations, corporations and individuals who do not otherwise meet membership requirements.
- 2.6.2 In order to become an associate member in the Society:
- a. a person, organisation or corporation must be granted associate membership by resolution of the Board;
  - b. meet any criteria set down by the Board at the time of granting membership; and
  - c. comply with any additional criteria which the Board may establish from time to time.
- 2.7 Associate members pursuant to the constitution and these bylaws, shall enjoy the following rights and responsibilities available within the Society:
- a. the right to attend open Society functions and Board meetings;
  - b. the right to attend general meetings; and
  - c. the right to sit on the Board of Directors as an associate Director.
- 2.8.1 Should any organisation or corporation become an associate member of the Society, the said organisation or corporation shall nominate in writing one person to act on its behalf.
- 2.8.2 Such written nomination shall be delivered to the membership director of the Society within three weeks of that organisation or corporation becoming an associate member.
- 2.9 Every Member shall uphold the constitution and comply with the bylaws and rules of the Society.
- 2.10.1 The Board of Directors may establish a membership fee to be paid by all Members.
- 2.10.2 The amount of the first annual membership dues shall be determined by the Board of Directors, and after that the annual membership dues shall be determined at the annual general meeting of the Society.
- 2.10.3 The membership fees may be differentiated between full members, associate members, persons, families, organisations and corporations.
- 2.11 A Member shall cease to be a Member of the Society:
- a. on delivering their resignation in writing to the membership director or by mailing it to the mailing address of the Society;

- b. on their death or in the case of an organisation or corporation its dissolution;
- c. on being expelled;
- d. on having been a Member not in good standing for three consecutive months; or
- e. on moving to a jurisdiction outside of both British Columbia and the Yukon.

**2.12.1** A Member may be suspended or expelled by resolution of the Board passed at a Board meeting where:

- a. the Member has acted in a manner that is considered improper;
- b. the Member has acted in a manner considered likely to endanger the interest or reputation of the Society;  
or
- c. where there has been a wilful breach of the Society's constitution, bylaws or rules.

**2.12.2** In the case of suspension, the Board shall determine the terms and duration by resolution.

**2.12.3** A notice of resolution for suspension or expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed suspension or expulsion.

**2.12.4** The person who is the subject of the proposed resolution for suspension or expulsion shall be given an opportunity to be heard at the Board meeting before the resolution is put to a vote.

**2.12.5** Full members of the Society shall have the right to review any suspension or expulsion made by the Board at a general meeting, and to overturn the suspension or expulsion or amend the suspension by Ordinary Resolution.

**2.13** All Members are considered to be in good standing except Members who have failed to pay their current annual membership fee or any other subscription or debt due and owing by them to the Society and they are not in good standing so long as the debt remains unpaid.

**2.14** The Society may be a member of any other organisation.

### **Part 3 — Meetings of Members**

**3.1** Notwithstanding bylaw Part 3.4, general meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the Board of Directors decides.

**3.2** Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

**3.3** The Board of Directors may, when they think fit, convene an extraordinary general meeting.

**3.4** The Members may convene an extraordinary general meeting, if the lesser of ten percent or 12 of the full members of the Society indicate to the Board in writing a desire for an extraordinary general meeting to be held.

**3.5.1** Notice of a general meeting shall specify the place, day and hour of the meeting, and the general nature of the business to be discussed.

**3.5.2** The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.

**3.6** The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

## Part 4 — Proceedings at General Meetings

- 4.1 All general meetings are to be run in accordance with Robert's Rules of Meetings.
- 4.2 Annual general meetings shall normally be required to transact the following Society business:
- a. the adoption of rules of order;
  - b. the consideration of financial statements;
  - c. the report of the Directors;
  - d. the report of the auditor, if any;
  - e. the election of Directors;
  - f. the appointment of the auditor, if required;
  - g. business brought forward by any full member present at the annual general meeting, if any;
  - h. the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.
- 4.3.1 No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.3.2 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.
- 4.3.3 A quorum is attendance of the lesser of ten percent or 12 of the full members of the Society.
- 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 full 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 full members present constitute a quorum.
- 4.5 Subject to bylaw Part 4.6, the president of the Society, or in his/her absence, one of the other Directors present, shall preside as chair of the meeting.
- 4.6 If at a general meeting:
- a. there is no president or other Director present within 15 minutes after the time appointed for holding the meeting; or
  - b. the president and all the other Directors present are unwilling to act as chair;
  - c. the full members present shall choose one of their numbers to be chair.
- 4.7 In case of an equality of votes the chair shall not have a casting or second vote in addition to the vote to which they are entitled to as a full member and the resolution shall not pass.
- 4.8.1 A full member in good standing present at a meeting of members is entitled to one vote.
- 4.8.2 For all business except elections, voting shall be by a show of hands unless deemed otherwise by the chair.
- 4.8.3 For elections, voting shall be by secret ballot where the ballots are to be distributed and collected by an electoral officer chosen by the chair.
- 4.8.4 The electoral officer shall be additionally responsible for the counting of votes and the announcement of results.

- 4.8.5 Voting by proxy is not permitted.
- 4.8.6 Votes in the affirmative by Ordinary Resolution, shall be sufficient to carry all Society resolutions at general meetings.
- 4.8.7 Notwithstanding bylaw Part 4.8.6, any changes to the Society's constitution or bylaws shall be made by Special Resolution of the full members of the Society at a general meeting.
- 4.8.8 For all elected director positions, excepting the position of president, the candidate with the plurality of all votes cast shall be considered the victor.
- 4.8.9 For the position of president, votes cast by a simple majority of full members present and voting shall be required for victory.
- 4.8.10 Should none of the candidates for president receive a majority of votes cast, a runoff election shall be immediately held between the two candidates receiving the most votes in the first round.

#### *Electronic Participation in General Meetings*

- 4.9.1 The board may determine, in its discretion, to hold any general meeting in whole or in part by electronic means, so as to allow some or all members to participate in the meeting remotely.
- 4.9.2 Where a general meeting is to be conducted using electronic means, the board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.
- 4.9.3 Persons participating by permitted electronic means are deemed to be present in person at the general meeting.
- 4.9.4 "Electronic Means" means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
  - a. in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
  - b. in relation to a vote, permits voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters.

#### **Part 5 — Directors**

- 5.1.1 The Board may exercise all the powers and do all the acts and things that 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 Society in a general meeting, but subject, nevertheless, to:
  - a. all laws affecting the Society;
  - b. these bylaws; and
  - c. rules, not being inconsistent with these bylaws.
- 5.1.2 The Board is authorised to enact or change such rules by resolution, not being inconsistent with these bylaws, as it deems necessary to facilitate the functioning of the Society, subject to ratification by the full members of the Society at the next general meeting.
- 5.1.3 The Board shall obtain the consent of any regional representative whose region would be directly affected, before enacting or changing any rules.

- 5.1.4 No rule, made by voting Directors at a Board meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 5.2 The constitution, bylaws, and rules of the Society shall be interpreted by the Board in accordance with the purposes of the Society, but subject, nevertheless, to all laws affecting the Society.
- 5.3 In the event that a circumstance arises that is not adequately covered by the constitution, bylaws, or rules of the Society, the Board bears the responsibility of formulating appropriate action, bearing in mind the purposes of the Society.
- 5.4.1 The president, senior advisor, secretary, treasurer, directors-at-large (has previously included but not limited to career development coordinator, communications coordinator, external liaison, membership coordinator, newsletter editor, social coordinator, technical coordinator, volunteer coordinator), and possibly one or more associate directors shall be the Directors and constitute the Board of Directors of the Society.
- 5.4.2 The number of voting Directors shall be five or a greater number determined from time to time at a general meeting.
- 5.4.3 Associate Directors, as distinct from all other Directors, shall:
- a. include, but not be limited to, associate members and regional representatives;
  - b. be appointed by voting Directors on a discretionary basis; and
  - c. hold office on a non-voting basis.
- 5.5.1 Elected Directors shall retire from office at each annual general meeting when their successors shall be elected.
- 5.5.2 Associate Directors shall retire from office at each annual general meeting when at the discretion of the newly elected Board of Directors, they may be appointed for another year.
- 5.5.3 (Repealed)
- 5.5.4 (Repealed)
- 5.5.5 Separate elections shall be held for each elected office to be filled.
- 5.5.6 Full members may nominate themselves for elected director positions.
- 5.5.7 All Members may nominate full members for elected director positions.
- 5.5.8 Nominations in absentia shall be permitted provided that written consent from the nominee is clearly given.
- 5.5.9 An election may be by acclamation, otherwise it shall be by secret ballot.
- 5.5.10 If no successor is elected the person previously elected or specially appointed continues to hold office.
- 5.5.11 The position of a senior advisor can only be filled by a member who has served at least one year on the Board.
- 5.6.1 The voting Directors may at any time and from time to time specially appoint a full member as a Director to fill a vacancy on the Board.
- 5.6.2 Where a vacancy on the Board is filled by special appointment, it is acceptable for a voting Director to hold two offices simultaneously, although that Director will continue to have only one vote during Board meetings.

- 5.6.3** A Director specially appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
- 5.7.1** If an elected Director resigns their office or otherwise ceases to hold office, the remaining voting Directors shall specially appoint a full member to take the place of the former elected Director.
- 5.7.2** (Repealed)
- 5.7.3** If an associate Director resigns their office or otherwise ceases to hold office, that office shall be filled or remain empty at the discretion of the voting Directors.
- 5.7.4** No act or proceeding of the Directors is invalid only by reason of its being less than the prescribed number of Directors in office.
- 5.8** A Director shall cease to hold office in the event of:
- a. resignation;
  - b. becoming of unsound mind in accordance with a psychiatric evaluation;
  - c. death;
  - d. having been a Member not in good standing for three consecutive months;
  - e. suspension or expulsion pursuant to bylaw 14;
  - f. moving outside of the jurisdictions of both British Columbia and the Yukon; or
  - g. being removed from office by Special Resolution at a general meeting.
- 5.9** The Board has the discretionary right to remove from the Board by resolution:
- a. associate Directors; and
  - b. voting Directors, where they are absent from three Board meetings consecutively.
- 5.10** A voting Director shall not hold the same office for more than four consecutive years.
- 5.11** No Director shall be remunerated for being or acting as a Director but, a Director shall be reimbursed for all expenses necessary and reasonably incurred by them while engaged in the affairs of the Society.

## **Part 6 — Board Meetings**

- 6.1.1** The Board of Directors may meet together at the places and times they think fit to dispatch business and adjourn as they see fit in accordance with Robert's Rules of Meetings.
- 6.1.2** Clear verbal notice of Board meetings shall be deemed sufficient.
- 6.1.3** 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 voting Directors then in office.
- 6.1.4** The president shall be the chair or will appoint a chair for all Board meetings, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the Directors present may choose one of their numbers to be chair at that meeting.

### **Subcommittees**

- 6.2.1** The Board may from time to time delegate any, but not all, of their powers to sub committees consisting of at least one Director and Members as they think fit.

- 6.2.2 The Board shall appoint a Director to be responsible for each sub-committee.
- 6.2.3 A sub-committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Board, and shall report every act or thing done in exercise of those powers at the earliest Board meeting to be held next after it is done.
- 6.2.4 The appointed responsible Director of a sub-committee shall be the chair or shall appoint a chair for all sub-committee meetings, but if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the Members present who are members of the sub-committee shall choose one of their numbers to be chair of the meeting.
- 6.2.5 The Members of a sub-committee may meet and adjourn as they think proper.
- 6.2.6 The Board of Directors may vote to dissolve any sub-committee at any time at its sole discretion.

#### *Advisory Board Sub-committee*

- 6.3.1 The Advisory Board Sub-committee shall be a group the Board contacts for advice, and if needed, could be called upon to meet with the Board.
- 6.3.2 The number of Advisory Board Sub-committee members shall be no more than five. This number is intended to be reviewed after the first year by the Board, and amended as needed subsequently.
- 6.3.3 The term of the Advisory Board Sub-committee is to be reviewed every two years, with no maximum at inception. A member of the Advisory Board Sub-committee may be relieved of their role at any time with a simple majority vote by the Board of Directors.
- 6.3.4 In order to become a JETAABC Advisory Board Sub-committee member, one must:
  - a. be a past full member of the JETAA Board of Directors who has served a minimum of two terms, or
  - b. serve or have served at least one term in a documented leadership role in a Japan-related community organization or academic position; and
  - c. comply with any additional criteria that the Board of Directors may establish from time to time.
- 6.3.5 Membership of the Advisory Board Sub-committee will be by appointment by the Board of Directors.
- 6.3.6 Appointment shall be after review and recommendation by an ad hoc sub-committee formed by the Board of Directors, comprised of a minimum of three reviewers with no fewer than 40% of existing Advisory Board Sub-committee members and one Board of Directors member. For its inaugural term, this selection sub-committee shall be formed entirely by Board of Director members. Members may not nominate themselves to the Advisory Board Sub-committee.
- 6.3.7 In all other respects, the Advisory Board Sub-committee shall be considered as any other sub-committee created or dissolved under the provisions of Section 6.2 above.

#### *Decision Making of the Board*

- 6.4.1 Questions arising at a Board meeting shall be decided by resolution unless otherwise indicated in these bylaws.
- 6.4.2 In the case of an equality of votes the chair does not have a second or casting vote.
- 6.4.3 Voting on business shall be conducted by a show of hands unless deemed otherwise by the chair.



## Part 7 — Duties of the Directors

- 7.1 The president shall be:
- a. the presiding chair at all meetings of the Society and the Directors or responsible for appointing a chair;
  - b. the chief executive officer of the Society responsible for supervising the other officers in the execution of their duties;
  - c. responsible for representing the Society to all other individuals, organisations and corporations, including the Consulate-General of Japan in Vancouver, CLAIR and all other chapters of the JET Alumni Association; and
  - d. responsible, together with the treasurer, for the operation of all bank accounts of the Society including, but not limited to, the issuance of all cheques, payment orders, drafts and investments of surplus funds, all in accordance with the general knowledge of and consent of the Board.
- 7.2 The senior advisor shall advise and assist the president and the Board in the fulfillment of their duties.
- 7.3 The secretary shall:
- a. conduct the correspondence of the Society;
  - b. keep minutes of all meetings of the Society and Directors, excepting those of sub-committees where minutes are taken;
  - c. have custody of all records and documents of the Society except those required to be kept by the treasurer and membership director; and
  - d. maintain the register of directors.
- 7.4 The treasurer shall:
- a. keep accurate and detailed financial records, including books of account, necessary to comply with the Society Act;
  - b. render financial statements to the Directors, Members and others when required;
  - c. be responsible, together with the president, for the operation of all bank accounts of the Society including, but not limited to, the issuance of all cheques, payment orders, drafts and investments of surplus funds, all in accordance with the general knowledge and consent of the Board.
- 7.5 (Repealed)
- 7.6 (Repealed)
- 7.7 (Repealed)
- 7.8 The directors-at-large and associate Directors are responsible for the duties assigned to them by the Board of Directors.
- 7.9 In the absence of the secretary from a meeting, the Directors shall appoint another person to act as secretary at that meeting.

## Part 8 — Borrowing

- 8.1 The Society shall not exercise borrowing powers.

## **Part 9 — Auditor**

- 9.1 This part applies only where the Society is required or has resolved to have an auditor.
- 9.2 The first auditor shall be appointed by the voting Directors who shall also fill all vacancies occurring in the office of the auditor.
- 9.3 At each annual general meeting, the Society shall appoint an auditor to hold office until they are re-elected or a successor is elected at the next annual general meeting.
- 9.4 An auditor may be removed by Ordinary Resolution.
- 9.5 An auditor shall be promptly informed in writing of appointment or removal.
- 9.6 No Director and no employee of the Society shall be auditor.
- 9.7 The auditor may attend general meetings.

## **Part 10 — Notices to Members**

- 10.1 (Repealed)
- 10.2 (Repealed)
- 10.3.1 Written notice of the date and time and, if applicable, the location of a general meeting shall be given to:
  - a. every Member shown on the register of members at least 14 days prior to the date which the general meeting is to be held; and
  - b. the auditor, if Part 9 applies.
- 10.3.2 No other person is entitled to receive a notice of a general meeting.
- 10.4 Notice of a general meeting is deemed to have been sent under subsection 10.3.1 if
  - a. notice of the date and time and, if applicable, the location of the meeting has been sent, to every member of the society who has provided an email address to the society, by email to that email address, and
  - b. notice of the date and time and, if applicable, the location of the meeting is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the society and is accessible to all of the members of the society.

## **Part 11 — Bylaws**

- 11.1 On being admitted to membership, each Member is entitled to and upon request the Society shall give them, without charge, a copy of the constitution and bylaws of the Society.
- 11.2 These bylaws shall not be altered or added to except by Special Resolution at a general meeting.

Dated at Vancouver, British Columbia, this 25th day of January, 2023.