



## Fairfield Gonzales Community Association

### FAQ for special resolution on bylaw changes, January 15, 2018

#### **What are the bylaws?**

The bylaws guide how the organization does things: how the Board operates, how we are structured, and how our membership works. Every non-profit Society must have bylaws, which together with our constitution are our governing documents.

#### **Why are these changes being proposed?**

In November 2016, BC adopted a new [Societies Act](#), which is the legislation that governs all non-profit societies in British Columbia. We immediately had to begin operating under the new Act, but we have until November 2018 to bring our bylaws in line with it. The changes proposed will ensure our bylaws comply with the new Act.

The Board also took this opportunity to take a hard look at the bylaws, to see if they were still working for us. The FGCA, the neighbourhood, and the world we live in are always changing. It makes sense to update our governing documents to reflect those changes from time to time.

#### **What was the process for drafting the changes?**

The changes were drafted by the FGCA Governance Committee. The Committee currently consists of four Board members, two community members, and one (non-voting) staff member. These members each brought unique experience, training, and perspective to the task. An expert in governance was also engaged as a consultant to provide assistance with the bylaws. The process began in 2015, and has taken about two years of research, discussion, and debate. In October 2017 the full Board of Directors approved bringing these bylaws to the members for their approval.

The BC government drafted "[Model Bylaws](#)" along with the new Societies Act. They are a recommendation or guide to Societies for how they might want their bylaws to look. We used them as a template and adapted them to suit our needs.

#### **What is the legal framework for these bylaws?**

The Societies Act governs us as a non-profit Society registered in British Columbia. We must comply with the Act, regardless of what our bylaws say. However, the Act gives us some flexibility in choosing how we want to operate, and the bylaws are where we lay this out. For instance, the types of members we have, what size our Board is, and what our fiscal year is are things that we can choose.

Other things are non-negotiable, such as liability of Directors and what records we must keep. For some of these non-negotiable elements, we have taken the language straight from the Act and put it in the bylaws so it's clear how we must operate.

Overarching the provincial Act is any federal legislation, such as the Income Tax Act, which governs us as a registered charity. Federal legislation supersedes any provincial legislation, which supersedes our bylaws.



### **What are the most significant changes?**

Many of the changes are simply housekeeping, and others are more significant. Those that the Board sees as the most noteworthy are:

**Special Resolutions:** The new threshold for a special resolution to pass is  $2/3$ , rather than  $3/4$  of voting members present at the meeting. This is following the new Act.

**Membership:** These bylaws expand eligibility for membership, by including important stakeholders, landowners in the neighbourhood, and honorary members. The bylaws also create three classes of membership instead of one: regular, business, and honorary. They also add the potential for the Board to set a fee for membership.

**Directors:** Term limits are introduced for Directors. The maximum is six years in total.

There may be other changes that you find noteworthy. More detail can be found on all the changes in the attached "Revised bylaws with notes" document. The Governance Committee has chosen to vote on the revised bylaws in two sections: membership, and the remainder of the bylaws, because of the significant changes within the membership section.