



HOST (Home Office Support Team) Society Constitution and Bylaws

Bylaws passed on June 18, 2004 at the first AGM



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Constitution

The name of the society is the HOST (Home Office Support Team) Society.

The purpose of the Society of HOST is to promote and support local home-based business, small business, and entrepreneurs in their personal and business growth by providing:

- Networking opportunities for its members
- A forum for business promotion presentations
- Hosting business seminars
- Opportunities to learn from other members and business leaders

Bylaws

The following are the bylaws that provide for the matters referred to in section 6(1) of the Society Act and any other bylaws.

A Interpretation

- 1.1. In these bylaws, unless the context otherwise requires:
 - 1.1.1. *Directors* means the Directors of the Society
 - 1.1.2. *A member of good standing* means a person/business who/that has a paid up-to-date membership
 - 1.1.3. *AGM* refers to the Annual General Meeting
 - 1.1.4. *SGM* refers to the Special General Meeting
 - 1.1.5. *Rules* refers to policies, procedures and individual items in the bylaws
 - 1.1.6. *A business that is eligible for membership in The Society* refers to any corporation, partnership, or single proprietor that is registered or unregistered in the Province of BC
- 1.2. The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
- 1.3. The plural form of nouns and pronouns will be used in the following bylaws.



B Membership

1. Qualifications for Membership
 - 1.1. Any local home-based business, small business, or entrepreneur may become either an individual or corporate member upon the acceptance of an application and annual membership fee.
 - 1.1.1. These members will be considered *members of good standing*.
 - 1.1.2. An individual may only hold one membership.
 - 1.2. Memberships must be renewed yearly (12 months from July 1 to June 30) with the payment of an annual membership fee.
 - 1.3. Individual or corporate members shall exercise the privileges of membership through a single individual.
 - 1.4. An employee or partner of a corporation can purchase a membership for a reduced fee.
 - 1.4.1. These memberships are considered non-voting members at the AGM/SGM.
 - 1.4.2. The additional member's fees are based on the number of employees/partners.
 - 1.4.3. The additional members will pay a supplementary fee for each weekly meeting they attend.
 - 1.4.4. The number of non-voting members will never be greater than the number of voting members.
 - 1.5. Privileges & Responsibilities
 - 1.5.1. Every member must uphold the constitution and comply with these bylaws.
2. Membership Payment
 - 2.1. There are two methods of membership payment:
 - 2.1.1. Payment of a low annual membership fee and weekly attendance fee
 - 2.1.2. Payment of a higher annual membership fee with a no weekly attendance fee
 - 2.2. The Directors shall determine the amount of the first annual membership dues and after that, the annual membership dues shall be determined at the AGM.
3. Membership Termination
 - 3.1. Members cease to be members by delivering their resignations in writing to the secretary or by mailing or delivering them to the address of the Society.
 - 3.1.1. On death
 - 3.1.2. On being expelled
 - 3.1.3. On not being a member in good standing for two consecutive months
 - 3.2. Members may be expelled by special resolutions that are passed at AGM/SGM.
 - 3.2.1. A brief statement of the reasons for the proposed expulsion must accompany the notice of special resolution for expulsion.
 - 3.2.2. Members who are the subjects of the proposed resolution for expulsion must be given an opportunity to be heard at the AGM/SGM before the special resolution is put to a vote.



C Directors

1. There will be a minimum of five & a maximum of eight Directors.
 - 1.1. President, Vice-President, Secretary/Registrar, Treasurer, and Program Director are the Directors.
 - 1.2. This number of directors can be changed only at an AGM/SGM.
2. All Directors must be members in good standing for at least 30 days before their election or appointment. (See C4.4—board responsibilities—appointments)
3. **Board Responsibilities**
 - 3.1. The Directors may exercise power over all matters concerning the operations of the Society, except those matters that are required under the bylaws and constitution to be decided at the AGM. At all times, the Directors must act under the authority given them and in accordance with:
 - 3.1.1. All laws affecting the Society
 - 3.1.2. These bylaws
 - 3.2. Rules, policies and procedures must be consistent with these bylaws.
 - 3.3. No rule, made by members in a SGM, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
 - 3.4. The Directors may appoint a member from the general membership to fill a vacancy.
 - 3.4.1. Directors so appointed holds office only until the conclusion of the next AGM, but are eligible for election at the AGM.
 - 3.5. No act or proceeding of the Directors is invalid when there is less than the prescribed number of Directors in office.
 - 3.6. The membership may by special resolution remove Directors before the expiration of their term of office, and may elect successors to complete the term of office at a SGM.
 - 3.7. Directors shall not be reimbursed for being or acting as Directors but they shall be reimbursed for all expenses.
 - 3.8. The Directors will prepare the AGM/SGM (See E4—General information for AGM/SGM for further details.)



4. **Directors Meetings**

- 4.1. After the AGM elections, the first meeting of the Board will be a joint meeting of the outgoing and the incoming Directors.
 - 4.1.1. The outgoing Directors will formally retire from office by:
 - 4.1.1.1. Instructing the incoming Directors of their responsibilities & duties
 - 4.1.1.2. Providing the incoming Directors with any materials that were collected during their term of office and materials provided by previous Directors.
 - 4.1.1.3. Informing the incoming Board of any pending business.
- 4.2. The Directors will meet no less than four times per year.
- 4.3. The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority (three of the five) of the Directors then in office.
- 4.4. The president shall be chair of all meetings of the Directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chair.
 - 4.4.1. If neither is present, the Directors present may choose one of their numbers to be chair at that meeting.
- 4.5. Directors may at any time request a meeting of the Board.
- 4.6. Following the election of the new Board at the AGM, a formal transfer of duties from the previous Board to the new Board will take place within one month of the AGM.
- 4.7. Director, who may be absent temporarily, will send or deliver a waiver of notice to the address of the Society via a letter or any suitable electronic means.
 - 4.7.1. The waiver is in effect until it is withdrawn.
 - 4.7.2. At all meetings of the Board of Directors, if a quorum of the Directors is present the meetings are considered valid and effective.
- 4.8. Questions arising at a meeting of the Board of Directors shall be decided by a majority of votes.
 - 4.8.1. All disputes will be resolved by referring to Robert's Rules of Order.
- 4.9. Resolutions
 - 4.9.1. All members of the Board will have a vote on all motions in person or by electronic means.
 - 4.9.2. A resolution proposed at any meeting of the Board must be seconded before it can be discussed and voted upon.



5. Committees and special interest groups appointed by the Board
 - 5.1. Each year the Directors will appoint a nominating committee at least four weeks before the AGM.
 - 5.2. The Directors may delegate any, but not all, of their powers to committees consisting of members in good standing as they think fit.
 - 5.2.1. Chairs of these committees are to be appointed by the Directors.
 - 5.2.2. Chairs of the standing committees may operate the committees themselves or involve other members in good standing.
 - 5.2.3. Committees so formed in the exercise of the powers so delegated shall conform to any rules imposed on them by the Directors.
 - 5.2.3.1. They shall report to the Board as required by the Directors.
 - 5.3. The Directors may, from time to time and at their discretion, appoint members to chair special interest groups or fill certain positions necessary to ensure the normal functioning of the Society.
 - 5.3.1. Such members so appointed may, at the discretion of the Directors, be required to attend regular executive meetings.
6. Directors & Their Responsibilities
 - 6.1. The **President** is the official spokesperson for the Society. The President's duties include:
 - 6.1.1. Calls & chairs all meetings of the Board of Directors
 - 6.1.2. Delegates another Director to chair meetings in the absence of President
 - 6.1.3. Presides at all meetings of the Society and the Board of Directors
 - 6.1.4. Calls and forms task committees
 - 6.1.5. Reviews and approves expenditures
 - 6.1.6. Signs cheques on behalf of the association (One of three signing authorities—Treasurer, President, & Vice-President)
 - 6.1.7. Deemed to be a member of all committees
 - 6.1.8. The president as the chief executive officer shall supervise the other Directors in the execution of their duties.
 - 6.1.9. Upon the election of a new president, the immediate Past President will be considered a non-voting member of the executive for a period of one-year.
 - 6.2. The **Vice-President** is the president elect. The Vice-President's duties include:
 - 6.2.1. Assumes the duties of the President if the President is unable to perform them
 - 6.2.2. Approves expenditures
 - 6.2.3. Signs cheques on behalf of the association (One of three signing authorities—Treasurer, President, & Vice-President)
 - 6.2.4. Responsible for the effective delivery of membership and public relations programs
 - 6.2.5. Monitors the capital assets held by the Society. This includes the use and the storage of them



6.3. The **Secretary/Registrar** duties include:

- 6.3.1. Keeper of all association records
- 6.3.2. Responsible for the yearly inventory of the physical assets according to F2.6 (Financial—Spending powers) of the bylaws
- 6.3.3. Maintains an up-to-date copy of the Constitution & Bylaws
- 6.3.4. Ensures that updates are sent to the Societies Registrar according to the Society Act
- 6.3.5. Ensures that reports are available for AGM
- 6.3.6. Records & distributes Board meeting minutes and the AGM/SGM minutes. There will no minutes taken at the weekly program meetings (See E 8.3)
 - 6.3.6.1. The minutes from the AGM/SGM meetings will be posted on the Society's website before the next AGM.

6.4. The **Treasurer** shall report and maintain accounts for the society's operations. The Treasurer's duties include:

- 6.4.1. Renders financial statements to the Directors, members and others when required
- 6.4.2. Maintains an electronic set of financial books
- 6.4.3. Manages the accounts receivables and payables
- 6.4.4. Signs cheques on behalf of the association (One of three signing authorities—Treasurer, President, & Vice-President)
- 6.4.5. Generates a month end financial report for the Board of the Directors
- 6.4.6. Assists membership committee chair in receiving memberships fees
- 6.4.7. Maintains cash box
- 6.4.8. Arranges for year-end review of the financial statements (See F4—Financial—annual financial review)
- 6.4.9. Develops a draft budget for the Board of Directors to review and approve

6.5. The **Program Director** duties include:

- 6.5.1. Surveys members to determine program needs and responds to them
- 6.5.2. Responsible for ensuring there is a weekly meeting program
- 6.5.3. Responsible for special events



D Election Procedures

1. The election of a Board of Directors will take place at the AGM.
2. The term of office
 - 2.1. The term of office is one year.
 - 2.2. No Director may remain on the Board in a specific role for more than two consecutive terms.
 - 2.3. No Director may remain on the Board for more than five consecutive terms.
 - 2.4. The Vice-President is expected to assume the President's role the following year.
 - 2.4.1. If the Vice-President is unable to assume the President's role, an election for a new President is in order.
3. Eligibility of the Candidates
 - 3.1. Any person who is currently a member in good standing for at least 30 days is eligible to run for any of the positions.
 - 3.1.1. Individual and corporate members shall exercise the privileges of membership through a single individual.
 - 3.2. A person may only run for one position during any election.
 - 3.3. No employees or contractors (providing goods/services to the Society) are eligible to run for a Director.
 - 3.3.1. Ex-employees or Ex-contractors (who provided goods/services to the Society) must wait for a minimum of one year before becoming eligible to run as a candidate.
 - 3.3.2. No Directors can provide goods or services to the Society during their term of office.
4. Eligibility of Voters
 - 4.1. Any member currently of good standing may vote.
 - 4.1.1. Individual and corporate members shall exercise the privileges of membership through a single individual.
 - 4.2. The notification of the election will be internal only.
5. Nominations
 - 5.1. The Board of Directors will strike a Nomination Committee at least four weeks before the AGM.
 - 5.1.1. Its duties will be to find a full slate of nominees for the Board of Directors' positions at least two weeks before the AGM.
 - 5.2. Members may not nominate themselves.
 - 5.3. Nominees must agree to be nominated.
6. Campaigning
 - 6.1. Candidates may conduct any campaigning in the general 'networking' style.
 - 6.2. Candidates will be asked to speak at the weekly program meeting before the AGM and provide a biography and objectives for the posting on the web site.



7. Notification of election

7.1. Notification of the election, election date, and the call for nominations will be made by email to the registered members, on the web site, and verbally at the regular weekly program meetings for the four weeks prior to the AGM.

7.1.1. The Nominating Committee will provide the membership with an updated list of all nominations for each of the four weeks before the AGM.

8. Voting procedures

8.1. Before the AGM, the Board will determine if the voting will be a show of membership card or by ballot.

8.1.1. Members will hold up their membership cards for each vote.

8.1.2. Alternatively, members will be given ballots when they register for the AGM.

8.2. Voting during the AGM will be conducted for one position at a time.

8.3. The candidate receiving the greatest number of votes will be declared elected.

8.4. In addition, the Board of Directors may decide that voting also can be completed via the Society's website. This decision must be made at least a month before the AGM. It must be widely advertised at the weekly program meetings and on the website.

8.4.1. Members will be directed to a special ballot page on the website.

8.4.2. The ballot will list all the positions and the candidates.

8.4.3. Voters will fill in their name and membership numbers. They will check one name for each position and tender their votes by clicking the submit button at the bottom of the ballot screen.

8.4.4. The ballot will be accepted and tabulated upon receipt and verification of membership. The voters' names will be checked off the voters' list.

8.4.5. All ballots must be received and tabulated at least two hours before the AGM. There will be no acceptance of late ballots.

8.4.6. These votes will be added to the votes taken during the AGM

8.5. Individual/corporate members shall exercise the privileges of membership through a single individual.

8.5.1. If members have voted on the Website, they will not be allowed to vote at the AGM.

8.6. An election may be by acclamation; otherwise, it shall be by ballot or a show of membership card (See 8.1).

8.7. If no successor is elected the person previously elected or appointed shall continue to hold office until one can be found.



E Meetings

1. At any meeting, all disputes will be resolved by referring to Robert's Rules of Order.
2. There are four kinds of meetings—the AGM, the SGM, Directors meetings, and the regular program weekly meetings.
3. The President (or a person designated by the President) will chair all meetings.
4. **General Information for AGM/SGM meetings**
 - 4.1. Notification for AGM/SGM meetings
 - 4.1.1. Every member shown on the members register (on the day the notice is given) will be notified by e-mail, on the Society's website, or by mail at their registered mailing addresses (if members do not have access to the Internet).
 - 4.1.2. Notices sent by e-mail shall be considered sent on the second day following their posting.
 - 4.1.3. Notice of the AGM/SGM must specify the place, day and hour of the meeting, and, the general nature of that business.
 - 4.1.4. The notice of AGM/SGM must include the pending resolutions to be discussed and voted upon by the voting membership.
 - 4.1.5. The accidental omission to give notice to any of these meetings to any of the members entitled to receive notice does not invalidate proceeding at that meeting.
 - 4.2. A quorum is 25% of the total membership with a minimum of 10 members.
 - 4.3. If a quorum is not present, the business, other than the election of a chair and the adjournment or termination of the meeting must not be conducted at the AGM/SGM.
 - 4.3.1. If at any time during an AGM/SGM when a quorum is not present, the AGM/SGM must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - 4.3.1.1. The AGM/SGM will be reconvened on the same day in the following week.
 - 4.3.1.2. If at that time, a quorum is not present within 30 minutes of the appointed time, the members present constitute a meeting of the AGM/SGM.
(Subject to bylaw E4.2—quorum)
 - 4.4. If the President and all the other Directors present are unwilling to act as chair, the members present shall choose one of their numbers to be chair.
 - 4.5. Within 15 minutes after the time appointed for holding the AGM/SGM (if there is no president, the vice president, or other Directors present) the meeting will be adjourned for one week.
 - 4.6. If an AGM/SGM is adjourned before the completion of the agenda, the only business to be conducted at a continuation of the adjourned meeting will be unfinished business.
 - 4.6.1. When the AGM/SGM is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - 4.6.2. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.



4.7. Acceptance or rejection of resolutions

- 4.7.1. A resolution proposed at the AGM/SGM needs to be seconded.
- 4.7.2. In case of an equality of votes, the chair shall not have a casting vote and the proposed resolution shall not pass.
- 4.7.3. Voting is a show of membership cards or by ballot during the AGM/SGM; or via the Society's website before the AGM/SGM.
 - 4.7.3.1. The Board will determine which of the one or two methods will be used.
(See D 8 for further information)
- 4.7.4. Individual/corporate members shall exercise the privileges of membership through a single individual.
- 4.7.5. A corporate member may vote as its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member.

5. **Annual General Meeting (AGM)**

- 5.1. The first AGM must be held not more than 15 months after the date of incorporation.
- 5.2. AGM's must be held at least once in every calendar year and not more than 15 months after the holding of the last AGM.
- 5.3. Regular business includes:
 - 5.3.1. The adoption of rules of order
 - 5.3.2. The financial report (that includes the statement from the professional accountant after the yearly review is completed)
 - 5.3.3. The Directors' reports
 - 5.3.4. The election of Board of Directors
 - 5.3.5. Resolutions from the Board of Directors and/or the membership
- 5.4. The minutes from the previous AGM/SGM will be posted on the Society's website at least two weeks before the AGM.
- 5.5. See E4 (General information for AGM/SGM) for further information

6. **Special General Meetings (SGM)**

- 6.1. When the Board of Directors think it's required, they may convene a SGM. (See E4.1 for notification rules)
 - 6.1.1. Any member may ask the Board of Directors to convene a SGM.
- 6.2. SGM business includes any of the business that is normally discussed at the AGM.
 - 6.2.1. It does not include:
 - 6.2.1.1. The adoption of rules of order
 - 6.2.1.2. The financial report
 - 6.2.1.3. The Directors' report
 - 6.2.1.4. The election of Board of Directors
 - 6.2.2. It includes the special business that was indicated on the notification of meeting.
- 6.3. This meeting can be designated as a portion of a regular program weekly meeting.
- 6.4. See E4 (General information for AGM/SGM) for further information about the SGM.



7. Meetings of the Directors

7.1. The Directors will meet no less than four times per year.

7.2. For more information see C3 (Board Responsibilities) and C4 (Director's Meetings)

8. Regular program weekly meetings

8.1. Regular program meetings will be held weekly except for designated holiday breaks.

8.1.1. The Board of Directors, in consultation with the Program Director, will set the program for these meetings.

8.1.2. The focus of these meetings may include:

8.1.2.1. Networking among the members

8.1.2.2. Educational speakers on topics related to business

8.1.2.3. Introduction of members to the membership

8.2. No notice is required for these meetings, unless the Society is required to change the time and/or place of its meetings.

8.3. There will be no minutes taken at these meetings.

F Financial

1. Borrowing

1.1. In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

1.2. The issuing of debentures or any other form of financial borrowing is not permitted without the sanction of a special resolution at an AGM/SGM.

1.3. The members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the AGM/SGM.

2. Spending Powers

2.1. The spending power of the executive for capital assets is limited to \$500 without the sanction of an ordinary resolution at an AGM or SGM.

2.2. Disbursements over \$25.00 shall be made only by cheque. Voucher or receipt shall support all disbursements over \$5.00.

2.3. Disbursements shall be authorized by written policy or specific action of the Board of Directors.

2.4. All cheques, drafts, notes, and other evidence of indebtedness shall be signed by two of the following: president, vice president, and treasurer.

2.5. Expense reimbursements must be supported by receipts no matter how small, i.e., a \$1.50 cup of coffee.

2.6. The power of the executive to dispose of capital assets is limited to \$500 without the sanction of an ordinary resolution at a SGM.

3. Annual inventory of physical assets shall be taken within a month before the AGM and presented at the AGM.



4. Annual financial review

4.1. The financial statements will be reviewed on an annual basis.

4.2. At each AGM, the membership shall appoint a person with a professional accounting designation to review and audit the financial statements (as provided to them) before the next AGM.

4.2.1. This person shall be promptly informed (in writing) of appointment or removal.

4.2.2. This person may be removed by an ordinary resolution at a SGM.

4.2.3. Directors, members, employees, or contractors (providing goods/services to the Society) shall not be eligible to review the financial statements.

G Bylaws

1. On being admitted to membership, members are entitled to a printed or electronic copy of the constitution and bylaws.
2. These bylaws shall not be altered or added to except by special resolutions held at the AGM.

H Dissolution

1. Upon the winding up and dissolution, the Directors shall donate all its assets, (including all moneys, computer equipment, software, reference materials and any other tangible assets) to recognized institutions of their choice.