

Comparison of 2018 Bylaws Draft (Client Comments) vs. July 2025 Bylaw Draft

Section	2018 Original Text	Client's Comment	2025 Draft	Status
Interpretation – Definitions	No subheadings in Part 1; used gendered terms (e.g. <i>“his address”</i> for member’s address). Definitions were not clearly labeled as such.	Add a “Definitions” subheading as in model bylaws, and use gender-neutral language. (E.g. avoid using “his” by making wording gender-neutral.)	Article I.1.1 “Definitions” added with a list of terms. Pronouns are now neutral (e.g. <i>“Registered Address ... means their address”</i> instead of “his”).	Addressed – Clear definitions section added; gender-neutral wording implemented throughout. New definitions added.
Interpretation – Conflict Clause	Part 1 lacked an explicit clause stating that the Societies Act overrides the bylaws in case of conflict.	Consider adding a “Conflict with Act or regulations” clause (as seen in model bylaws) to clarify Act prevails over conflicting bylaw.	Article I.1.2 “Conflict with Act or regulations” added: if there is conflict between bylaws and the Act or regulations, the Act/regulations prevail.	Addressed – New conflict clause included per Societies Act guidance.
Membership – Eligibility	2018 bylaws tied membership to AFOA Canada, but needed clarity. <i>“A member of AFOA Canada that resides in BC/Yukon is entitled to be a member of the Society...”</i> .	Clarify joint membership: AFOA BC membership is contingent on AFOA Canada membership; defer to AFOA Canada on member categories.	Article II.2.2 “Eligibility for Membership” specifies anyone who is an AFOA Canada member in BC or Yukon is eligible for AFOA BC membership. Article II.2.4 defers membership categories/rights to AFOA Canada’s bylaws.	Addressed – Membership eligibility and categories now explicitly tied to AFOA Canada.
Membership – Associate Members	The 2018 bylaws allowed “Associate members” (non-voting, etc.).	Remove the Associate Membership category entirely. (It was deemed unnecessary under joint AFOA Canada membership structure.)	Associate Membership Removed.	Addressed – Associate member category deleted in new draft.
Membership – Cessation/ Expulsion	Old bylaws allowed a member’s expulsion by special resolution of BC members (sections 2.8–2.10). This raised the question of whether to keep	Unsure if expulsion clauses (2.8–2.10) are needed; consider deferring to AFOA Canada’s process. Possibly remove local expulsion provisions if AFOA Canada’s bylaws handle member discipline.	Membership Termination Aligned with AFOA Canada. The new bylaws state a person ceases to be a member if their AFOA Canada (BC chapter) membership lapses or is terminated by AFOA Canada (including expulsion). No separate BC	Addressed – Local expulsion by special resolution removed; reliance on AFOA Canada’s membership discipline process. (<i>Board should confirm they are</i>

	a local expulsion process.		expulsion-by-resolution clause is included.	<i>satisfied with removing the local expulsion mechanism.)</i>
Membership – Good Standing	Defined in 2018 as members who have paid dues to the Society (using “his” in text). Included associate members in definition.	Align good standing with AFOA Canada dues (since dues are joint). Ensure gender-neutral phrasing.	Article II.2.8 “Good Standing” redefines good standing: members are in good standing if they have paid all current dues and debts owed to AFOA Canada for the AFOA BC chapter. Language is gender-neutral.	Addressed – Good standing tied to AFOA Canada dues; wording updated.
Membership – Access to Records	Highlighted question: Should bylaws limit member access to directors’ meeting minutes except for conflict-of-interest disclosures (per Societies Act)?	Unresolved query in 2018: unclear if a bylaw is needed to address members’ access to board records/conflict disclosures.	No specific clause added in 2025 bylaws about member access to board minutes. The matter is governed by the Societies Act by default (members can only access portions of minutes dealing with director conflict disclosures under the Act).	Not Addressed (Explicitly) – The new draft does not add a clause on this. <i>(May rely on default law; consider if a bylaw/policy note is needed for clarity.)</i>
Honorary Membership	Part 3 of 2018 bylaws allowed honorary members (lifetime, no dues, no vote) and allowed appointing new Honorary members.	Eliminate Honorary Membership category going forward, but grandfather existing Honorary members (preserve their status/privileges). No new honorary members to be created.	Article II.2.1 “Honorary Members” retains <i>only</i> those individuals granted honorary status before the new bylaws. It preserves their rights (attendance, no fees, honorary card) but confirms no new Honorary memberships will be granted under the new bylaws.	Addressed – Honorary membership section removed for future, with grandfather clause for existing Honorary members.
Meetings of Members – AGM & SGM	2018 Part 4 lacked clear subsections and did not explicitly describe AGM vs SGM beyond one clause (AGM to be held yearly). Needed clarity on calling Special General Meetings by members.	Add headings and clarity per model bylaws. Clearly distinguish Annual General Meetings (AGMs) and Special General Meetings (SGMs), and state that an AGM must occur yearly. Allow members to requisition an SGM (e.g. 10% of members).	Article III – General Meetings is restructured with subsections: 3.1 “Time and Place of General Meetings” (specifies an AGM at least annually, not more than 15 months apart), 3.2 “Types of Meetings” (defines AGM and SGM as General Meetings with same procedures),	Addressed – AGM timing is explicit; members can call SGMs (10% threshold) and both meeting types are clearly defined with identical rules.

			and 3.3 “Special General Meetings” (allows the Board to call an SGM or 10% of voting members to requisition one, with timelines for the Board to respond).	
Meetings of Members – Notice	Notice period in 2018 bylaws was 30 days (with possible unanimous waiver). The old text required including special resolution text in notices, but no deadline for members to submit business.	Maintain at least 30 days’ notice for General Meetings. Include in the notice any special business details and resolutions (per Societies Act). Add a cutoff (e.g. 30 days prior) for members to submit special business items for the agenda.	Notice (30 Days) & Agenda Details: The 2025 draft requires 30 days’ written notice for any General Meeting (AGM or SGM), including the date, location, and the general nature and text of any special resolutions. Members can waive the notice by unanimous consent. Submission Deadline: A new clause 3.6 imposes that members who wish to propose special business must submit it at least 25 days before the meeting date (ensuring it can be included in the 30-day notice).	Addressed – 30-day notice preserved (with special business details included); a submission deadline for special agenda items was added (set at 25 days, implementing the intent of a cutoff).
Meetings – Quorum & Participation	Quorum was 15 members in 2018 draft, but needed explicit allowance for attendance via phone/online and rules for loss of quorum.	Set quorum as 15 voting members. Allow members to be present by telephone or other media (with everyone able to communicate) and count them in quorum. Add rules: if no quorum at start, adjourn and reconvene with those present forming quorum; if quorum is lost during meeting, proceedings pause or meeting adjourns.	Quorum = 15 & Remote Attendance: Quorum for General Meetings is confirmed as 15 voting members. Members may participate in person or via communication technology (so long as all can hear each other), and such remote participants count as present for quorum. Quorum Loss/Adjournment: New clauses cover quorum contingencies – if quorum isn’t met at the start, the meeting can adjourn and reconvene within 24 hours, and then	Addressed – Quorum set at 15 with explicit inclusion of remote participants; clear procedures for adjournment and quorum loss added (mirroring the client’s requested rules).

			any number of members present will constitute quorum for the reconvened meeting. Only unfinished business can be dealt with at that reconvened meeting. If quorum is initially present and later falls below 15, the meeting may continue (business can proceed), but if quorum drops at a point, business is suspended until quorum is regained or the meeting adjourns.	
Board of Directors – Composition & Qualifications	Original bylaws required 7 directors minimum but did not detail qualifications beyond Societies Act minimum. No explicit requirement to be a member, and used male pronouns (“his term”).	Reorganize Part 6 with headings. Include a “Qualifications” section for directors (e.g. must be 18+, qualified under Act). Retain minimum board size of 7. Consider if directors must be members (not explicitly stated in 2018).	Article IV.4.2 “Board Composition” : The Society must have at least 7 directors, or more as decided by the members. Qualifications: Directors must be members, must be 18 or older, able to manage their affairs, and not an undischarged bankrupt.	Addressed – Board size and basic qualifications are now specified.
Board of Directors – Nominations & Elections	The old bylaws allowed that a person could be elected if present and not refusing, even without prior written consent. No mention of modern election methods (e.g. electronic voting) or handling candidate access to member lists.	Add a Nominations and Elections section. Require written consent for nominations (remove the clause allowing tacit consent by mere presence). Permit electronic or advance voting for director elections; and address candidate access to membership lists in a privacy-compliant way.	Article IV.4.3 “Nominations and Elections” : A person can be nominated as director only if they have consented in writing to serve. The Board will set nomination procedures. Elections may be held in person or electronically (enabling online or advance voting). It also stipulates that any candidate’s access to the members list must comply with privacy laws, addressing the need to protect member information. The old “present and	Addressed – Nomination requires prior consent; electronic voting for elections is allowed; member list access by candidates is restricted per privacy requirements.

			not refuse” clause was removed.	
Board of Directors – Terms of Office	Directors served two-year terms by default, with flexibility for 1 or 3 years if decided at election. Retiring directors were eligible for re-election; if no successor, director stayed on.	Keep standard two-year terms, but allow flexibility if members decide otherwise (for staggered terms). Ensure continuity clause (director stays until successor elected) remains. Possibly simplify wording.	Article IV.4.4 “Terms of Office”: Directors are generally elected for two-year terms unless members resolve otherwise (providing flexibility). Directors may be re-elected, and importantly, a director continues in office until their successor is elected or appointed, even if their term has technically expired. <i>(This preserves continuity.)</i>	Addressed – Two-year term standard is maintained with flexibility; continuity of service is explicitly stated.
Board – Vacancies mid-term	Original bylaws let directors appoint a member to fill a board vacancy until the next AGM, where an election is held for the remainder of term.	Ensure a clear procedure for filling vacancies: Board may appoint interim directors, who serve until next AGM, at which time an election is held for the unexpired term.	Article IV.4.5 “Vacancies”: If a director leaves office early, the remaining Board may appoint a qualified member as an interim director until the next AGM. That interim appointment must be made by Board resolution with quorum. At the next AGM, the members will elect a director to serve out any remainder of the original term.	Addressed – Process for interim appointments and subsequent election to complete the term is clearly defined.
Board – Removal of Directors	Bylaws allowed members to remove a director by special resolution and elect a replacement (by-election) for the remainder of term. The comment suggested repositioning this clause.	Include a “Removal of Directors” section after vacancies, preserving the right of members to remove a director by special resolution and elect a successor at the same meeting.	Article IV.4.6 “Removal of Directors”: Confirms that members may remove a director by Special Resolution and, at the same General Meeting, elect a replacement to serve the rest of the term. This clause is now in logical order in the Board section.	Addressed – Member-driven removal and replacement of directors is explicitly provided, as requested.
Board – Remuneration & Expenses	Old text said directors could be remunerated if approved by a	Allow directors to be paid for their services if disclosed to members, and to be	Article IV.4.7 “Remuneration and Expenses”: States that directors may be	Addressed – The bylaws now permit director compensation

	<p>members' resolution at a general meeting, and <i>"directors shall be reimbursed for all expenses..."</i>. The client wanted to remove the requirement for a members' resolution to set pay.</p>	<p>reimbursed for reasonable expenses. Remove the phrase requiring remuneration to be "fixed by a resolution of members," to give flexibility. Ensure transparency of any pay.</p>	<p>paid for their services and reimbursed for reasonable expenses if the remuneration and rates are approved and disclosed to the members. This removes the strict requirement of a prior members' resolution setting a fixed amount, focusing instead on approval and disclosure (e.g. likely via policy or budget disclosure). Expense reimbursement is implicit as part of this clause.</p>	<p>with proper approval and disclosure, and ensure expense reimbursement, satisfying the request to remove the old restrictive language. Approval by whom needs to be considered.</p>
<p>Officers – Board Roles vs. ED</p>	<p>2018 Part 6/8 designated President, Vice-Presidents, Secretary, Treasurer as officers, with President defined as "Chief Executive Officer" supervising others. The client preferred a Spokesperson model (instead of calling the chair "President/CEO") and emphasized that an Executive Director (ED) should handle operations (including sec/treas duties).</p>	<p>Shift focus from "President as CEO" to the Board as a whole. Introduce a Spokesperson role (and vice-spokesperson) instead of traditional President/Vice-President titles. Make it clear the Board's main duty is to hire an Executive Director who runs day-to-day operations, including duties traditionally done by Secretary/Treasurer. Remove the clause naming the President as CEO.</p>	<p>Article V – Officers: The bylaws still provide for the appointment of a President, two Vice Presidents, a Secretary, and a Treasurer from among the directors after each AGM, as required for legal roles. However, a new section 5.2 "Designation of Spokesperson" allows the Board to name a Spokesperson and Vice-Spokesperson for the organization. These spokesperson roles are explicitly <i>non-executive</i> unless that person also holds an officer title. The contentious line declaring the President the "Chief Executive Officer" was removed – the President is no longer termed CEO, and no bylaw assigns the President supervisory authority over an Executive Director. Instead, duties can be</p>	<p>Partially Addressed – A Spokesperson role was added to fulfill the representative function (without making the President the CEO), and the President's CEO designation was removed. The Executive Director's role is acknowledged (see duties below), though the bylaw stops short of explicitly mandating the hiring of an ED. <i>(The structure retains traditional officer titles alongside the new spokesperson roles – if the intent was to replace them entirely, this is a compromise that may need board agreement.)</i></p>

			delegated to the ED (see below). The Executive Director is defined in Article I and referenced in duties, but the bylaws do <i>not</i> explicitly state “the Board shall hire an ED” – it is implied by practice and context.	
Officers – Strategic Planning	Not in 2018 bylaws. The client wanted the Board’s responsibility for annual strategic planning with the ED explicitly stated.	Add a clause that the Board must ensure a Strategic Plan is developed and reviewed annually in collaboration with the Executive Director.	Article V.5.3 “Strategic Planning”: The Board “shall ensure a strategic plan is developed and reviewed annually with the Executive Director.”. This new clause codifies the Board’s role in ongoing strategic planning with staff leadership.	Addressed – Annual strategic planning with the ED is now a defined duty of the Board.
Officers – Delegation of Duties	Previously, the bylaws listed detailed Secretary and Treasurer duties and allowed combining those roles, implying a director had to fulfill them. The client noted that in practice an Executive Director (ED) would perform many of these tasks.	Reflect that the Executive Director can carry out day-to-day duties of Secretary/Treasurer. In Part 8, specify that the Board may delegate those officer duties to staff (ED), rather than expecting a director-officer to do them all. Possibly maintain nominal Secretary/Treasurer roles for compliance, but clarify their duties are overseen or delegated.	Article V.5.4 “Duties of Officers”: Greatly simplified – it states the Secretary is responsible for correspondence, records, notices, and the member register, and the Treasurer oversees finances and financial reports, but these duties may be delegated to the Executive Director. In other words, the ED can perform the traditional duties of Secretary and Treasurer on behalf of those officers. (The 2025 draft still requires the Board to appoint a Secretary and Treasurer from among directors each year, but those officers are not expected to act as operational staff.) The clause about combining secretary/treasurer into one person was	Addressed – Officer duties can be delegated to the Executive Director, aligning with the intent that the ED manages day-to-day operations (while directors hold the titles). The President is no longer falsely labeled CEO, and actual executive functions rest with the ED by delegation.

			dropped as moot, since an ED or staff can handle the work.	
Officers – Board Member Duties	The 2018 bylaws did not enumerate general expectations of directors (e.g. meeting attendance, committee work, promoting the organization). The client suggested referencing these duties, possibly via policy, and highlighted the importance of committee work in a small non-profit.	Include a statement of board member responsibilities (e.g. attend meetings, participate in committees, support events, advocacy) and note that further details can be in a Board policy. Emphasize the importance of committee participation, perhaps even as a bylaw section.	Article V.5.5 “Additional Duties and Board Expectations”: This new clause explicitly states that Board members are expected to attend meetings regularly, participate in committee work, support conferences/events, and actively promote the organization. It covers the broad roles directors play outside formal meetings. Article V.5.6 “Board of Directors Policy” further allows the Board to adopt a policy detailing directors’ roles, responsibilities, and expected conduct. These additions incorporate the idea that specifics can be handled in policy while anchoring key expectations in the bylaws. Committee work is explicitly mentioned as an expectation, underscoring its importance.	Addressed – General duties of directors (including committee participation and outreach) are now acknowledged in the bylaws, with an avenue to elaborate via board policy.
Directors’ Meetings	Called “Proceedings of Directors” in 2018 bylaws. Lacked explicit notice period for board meetings (just “meet as	Rename this section to “Directors’ Meetings” for clarity. Align meeting procedures with modern practice: specify a reasonable notice requirement for	Article VI – Directors’ Meetings: The section was retitled “Directors’ Meetings” as suggested. It now explicitly requires at least 7 days’ notice for Board meetings	Addressed – Section renamed and updated with clear notice, quorum, and decision-making rules consistent

	they see fit”), and contained outdated provisions (e.g. notice waiver by telegram).	board meetings, allow unanimous written resolutions, and remove archaic notice methods.	unless all directors consent to shorter notice. Quorum for board meetings remains 4 directors (or more if set in bylaws). The new draft also includes modern provisions: decisions are valid only if made at a quorate meeting or by unanimous written resolution of all directors. The outdated language about telegrams/telex, etc., was removed.	with current standards.
Committees of the Board	The 2018 bylaws allowed the Board to delegate powers to committees and included some procedural detail (election of committee chair, etc.). No specific comment on needed changes, though client emphasized committee work importance.	(Implied in 2018 notes on duties) Ensure bylaws permit forming committees and requiring them to report back. Detailed procedure can be simplified. Emphasize committees in board expectations (addressed above).	Article VI.6.3 “Committees”: The Board may form committees and delegate tasks to them, and committees must report back to the Board. The bylaw text is simplified (it omits formalities like electing a committee chair by default, leaving such details to the Board’s discretion or policy). This aligns with the intent to allow committees while not over-prescribing their operation in the bylaws.	Addressed – Board’s power to create committees is affirmed in simpler terms. (Committee involvement is also highlighted in directors’ expected duties, as noted.)
Society Seal	Part 9 of 2018 bylaws dealt with a common seal (providing for a corporate seal and its use). The client felt this was outdated.	Remove the Seal section entirely if not legally required. (The Societies Act no longer requires a common seal.)	Omitted in 2025 Draft. There is no “Seal” section in the new bylaws, indicating that all provisions about a common seal were removed (consistent with modern practice and the client’s request) – the draft	Addressed – The obsolete common seal clause was deleted.

			does not mention a society seal at all.	
Borrowing Powers	Part 10 of 2018 bylaws allowed the directors to borrow money or issue debentures with a special resolution, but wording was generic. The client wanted a reference to a Finance Policy and clearer wording.	Retain borrowing powers but clarify wording. State that no debenture can be issued without a special resolution (as already in 2018 text) and reference the organization's Finance Policy to guide borrowing practices.	Article VII.7.1 "Borrowing Powers" : Simplified and clarified – <i>"The Board may raise or secure funds, including borrowing money, to carry out AFOA BC's purposes."</i> It explicitly says no debenture will be issued without Special Resolution of the members. It also adds, <i>"All borrowing practices must align with AFOA BC's Finance Policy."</i> , directly implementing the request to reference an internal finance policy as a guiding document.	Addressed – Borrowing clause is clearer and ties into the Finance Policy as requested.
Auditor	Part 11 in 2018 bylaws assumed having an auditor, requiring annual appointment at AGM and that the auditor be a member of a professional accounting body. The client likely wanted to acknowledge an auditor is optional if not required by law (since small societies may not require one).	Update auditor provisions: clarify that the Society needs an auditor only if required by the Act or if the members appoint one, and that if appointed, the auditor must be qualified (e.g. a CPA). Allow the Board to fill interim auditor vacancies. Remove unnecessary details (first auditor, etc.) if redundant under the Act.	Article VII.7.2 "Auditor" : States that AFOA BC is not required to have an auditor unless one is appointed by the members at an AGM or required by law. If an auditor is appointed, they "must be qualified and independent." Members appoint the auditor at the AGM, and the Board may fill any interim vacancy. This covers the professional qualification implicitly (and drops the line about "member of accounting body" in favor of a broader "qualified"). The clause about removal	Addressed – Auditor provisions reflect optional appointment and require a qualified, independent auditor when in place.

			by ordinary resolution is not explicitly restated but is covered by the Act. Overall, the section is streamlined.	
Notices to Members	2018 bylaws allowed notice to members by mail or personal delivery, and deemed mailed notice received after 2 days. It did not mention email except in context of large meetings in Part 4.	Modernize notices: explicitly allow electronic notice (email) to members, in addition to mail or personal delivery, since email is standard and was already contemplated for large groups. Keep the 2-day rule for mailed notice.	Article VII.7.3 “Notices to Members”: Now allows notices to be delivered in person , by mail, or electronically. It retains the rule that a notice sent by mail is deemed received two days after sending. (Email notice is also covered in the General Meeting notice clause for membership >250.) This change updates the bylaws for electronic communication.	Addressed – Electronic notices to members are expressly permitted, alongside traditional methods, aligning the bylaws with current communication practices.
Bylaw Amendments	2018 bylaws stated bylaws can only be altered by special resolution (and previously unalterable clauses were noted).	Keep the requirement that bylaws changes need a special resolution of members. The notes about “previously unalterable” can be dropped since under the new Act those are ordinary bylaws.	Article VIII.8.1 “Amendments to Bylaws”: Confirms that the bylaws may only be changed by a Special Resolution of the members. The new draft omits any reference to “unalterable” clauses (since that concept is obsolete under current law).	Addressed – Special resolution requirement for bylaw changes is preserved.
Non-Profit & Dissolution	The old bylaws included clauses (formerly unalterable) stating the society is non-profit (no gains to members) and prescribing asset distribution on dissolution to a similar non-profit.	Retain the essence of the non-profit and dissolution clauses to comply with Societies Act and CRA requirements, but they can be simplified (and don’t need to be “unalterable” now).	Article VIII.8.2 “Non-Profit Status and Dissolution”: Simplified into one clause: <i>“AFOA BC does not operate for profit. Upon winding up, assets must be transferred to a similar Canadian non-profit organization.”</i> This captures both the non-profit purpose and the dissolution asset distribution in a concise way.	Addressed – Non-profit purpose and dissolution clause are retained in substance (streamlined for current bylaw style).

Financial Year	The 2018 bylaws did not specify the fiscal year end date (this might have been in the Society's records or left to policy).	It can be useful to state the financial year end in the bylaws for clarity, though not mandatory. (No specific client comment, but added for completeness.)		
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