



CANADIAN
BAR ASSOCIATION
British Columbia Branch

**THE CANADIAN BAR ASSOCIATION
(BC BRANCH)**

**BYLAWS REGULATING THE
AFFAIRS OF THE B.C. BRANCH OF
THE CANADIAN BAR ASSOCIATION**

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**BYLAWS REGULATING THE AFFAIRS
OF THE
B.C. BRANCH OF THE CANADIAN BAR ASSOCIATION**

1. INTERPRETATION

1.1 Definitions

In these Bylaws:

- (a) **“Board”** means the committee responsible to govern CBABC described in section 6.16.2 of these Bylaws;
- (b) **“Board Resolution”** means:
 - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - (A) in person at a duly constituted meeting of the Board,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person and by Electronic Means; or
 - (2) a resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- (c) **“Bylaws”** means these bylaws of the CBABC;
- (d) **“CBA”** means the Canadian Bar Association / l’Association du Barreau Canadien;
- (e) **“CBABC”** means the British Columbia Branch of the CBA;
- (f) **“Committees”** means entities established by the Board in accordance with policies set by CBABC to support CBABC governance, advocacy or member services;
- (g) **“County”** means one of the counties of the Province of British Columbia, as set in the *County Boundary Act*, R.S.B.C. c. 75, as amended;
- (h) **“Directors”** means those Persons who are, or who subsequently become, voting members of the Board in accordance with these Bylaws and have not ceased to be voting members of the Board, and includes Ex Officio Directors;
- (i) **“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:
 - (1) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate

contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and

- (2) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (j) **“Chief Executive Officer”** means the Chief Executive Officer appointed in accordance with section 6.6;
- (k) **“Ex Officio Director”** means an individual who automatically becomes a Director because they hold another specified position. Ex Officio Directors have all the rights (including voting rights) and responsibilities of Directors;
- (l) **“First Vice-President”** means the Person currently serving as first vice-president of CBABC in accordance with these Bylaws;
- (m) **“General Meeting”** means a meeting of the Members, and includes an annual meeting of the Members and any special meetings of the Members;
- (n) **“Members”** means those Persons who are, or who/that subsequently become, members of CBABC in accordance with these Bylaws and, in either case, have not ceased to be members of CBABC;
- (o) **“Officers”** means the CBABC officers identified in section 8.1 of these Bylaws;
- (p) **“Person”** means a natural person;
- (q) **“President”** means the Person currently serving as president of CBABC in accordance with these Bylaws;
- (r) **“Provincial Council”** means the body established pursuant to section 5.1 of these Bylaws;
- (s) **“Resolution”** means:
 - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by those members of the body entitled to vote:
 - (A) in person at a duly constituted meeting, or
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a meeting and the votes cast by Electronic Means.
- (t) **“Second Vice-President”** means the Person currently elected as second vice-president of CBABC in accordance with these Bylaws; and
- (u) **“Sections”** means groups, which may be referred to as a section or a forum, organized by CBABC to study a particular area of law or to serve a common interest group, and **“Section”** refers to any one such section or forum;

1.2 Drafting Conventions and Gender Neutral Language

In these Bylaws:

- (a) a word defined in the plural form includes the singular and vice-versa; and
- (b) the pronouns “they”, “them” or “their” are used throughout these Bylaws to refer to, and are inclusive of, individuals of all genders and gender-identities.

2. OBJECTS

2.1 Objects of CBABC

In alignment with CBA values, principles and policies, the purposes of CBABC are to:

- (a) uphold the rule of law;
- (b) uphold an impartial and independent judiciary and an independent legal profession, without which there is no rule of law;
- (c) improve the law;
- (d) improve the administration of justice;
- (e) improve and promote access to justice;
- (f) promote equity, diversity and inclusiveness in the legal profession and the justice system;
- (g) promote reconciliation with Indigenous peoples;
- (h) improve and promote the knowledge, skills, ethical standards and well-being of members of the legal profession;
- (i) provide opportunities for members to connect and contribute to the legal community;
- (j) represent the legal profession provincially; and
- (k) promote the interests of the members of the CBA.

3. MEMBERSHIP

3.1 CBABC Membership

Membership of CBABC shall consist of persons who are members of CBA in good standing and who:

- (a) reside in British Columbia; or
- (b) do not reside in British Columbia but who have paid the CBABC levy.

3.2 Eligibility and Application for Membership

A Person is eligible, and may apply for, membership in CBABC in accordance with the bylaws, policies and procedures set by CBA.

3.3 Categories, Rights and Obligations of Membership

CBABC shall have the categories of membership prescribed by CBA from time to time.

Persons who are members of CBA shall be members of CBABC in the same categories with the same rights with respect to voting, dues and privileges as they hold in the CBA.

3.4 Cessation of Membership

A Person will immediately cease to be a Member upon:

- (a) the date which they cease to be a member of CBA; or
- (b) their death.

4. MEETINGS OF MEMBERS

4.1 Time and Place of General Meetings

The General Meetings of CBABC will be held at such time and place, in accordance with the Act, as the Board decides.

4.2 Annual Meetings

An annual meeting of the membership will be held at least once in every calendar year as determined by the Board in accordance with such policies as may be established by CBABC. The Board will prepare and present a report to the Members at each annual meeting.

4.3 Special Meeting

Every General Meeting other than an annual meeting is a special meeting. A special meetings shall be called and convened by the Board at any time. Furthermore, the Board will call and convene a special meeting as soon as practically possible if requested:

- (a) by Resolution of Council; or
- (b) by requisition in writing specifying the purpose of the meeting and any business to be discussed thereat and signed by not less than 10% the Members.

4.4 Notice of General Meeting

The Chief Executive Officer will send notice of every General Meeting to each Member shown on the register of Members on the date the notice is sent not less than thirty (30) days prior to the date of the General Meeting. No other Person is entitled to be given notice of a General Meeting.

Notice will be provided by email only.

The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

4.5 Board to Determine Agenda

The Board shall prepare the agenda for a General Meeting.

4.6 Electronic Participation in General Meetings

The Board shall ensure that each General Meeting is accessible by Members attending remotely via such Electronic Means as is determined by the Board.

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, including speaking and voting, in a manner comparable to participants present in person, if any.

Persons participating by Electronic Means are deemed to be present at the General Meeting.

4.7 Quorum

A quorum at a General Meeting is twenty-five (25) Members.

A General Meeting cannot be commenced in the absence of a quorum.

4.8 Lack of Quorum

If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated, but in any other case it will stand adjourned to the next day, at the same time and place, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present will constitute a quorum and the meeting may proceed.

If a General Meeting has commenced with a quorum present, and at any time thereafter there ceases to be a quorum present, then the meeting will continue to deal with business as to which notice has been given unless a motion is passed to adjourn the meeting.

4.9 Chairperson at General Meetings

The President (or, in the absence or inability of the President, the First Vice-President, and in the absence or inability of the President and First Vice-President, the Second Vice-President) will, subject to a Board Resolution appointing another Person, preside as chairperson at all General Meetings.

If at any General Meeting the President, First Vice-President, Second Vice-President and such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting, the Directors present may select one of themselves to preside as chairperson at that meeting.

If a Person presiding as chairperson of a General Meeting wishes to step down as chairperson for all or part of that meeting, they may designate an alternate to chair such meeting or portion thereof, in accordance with policies established by the Board and in effect from time to time.

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a General Meeting, the Person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted, if any, and determine matters in accordance with those rules, as well as the Act and these Bylaws.

4.10 Voting by Members

The timing and manner of voting by Members, including for the election of directors, may be determined by the Board, in accordance with such applicable policies of CBABC and CBA, provided that the principle of one vote for each voting Member is maintained. It may include voting by Electronic Means. Voting by proxy is not permitted.

4.11 Adjournment

A General Meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.12 Notice of Adjournment

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 fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

4.13 Minutes of General Meetings

The Chief Executive Officer (or designate) will ensure that minutes are taken for all General Meetings.

5. PROVINCIAL COUNCIL

5.1 Role of Provincial Council

CBABC shall maintain a Provincial Council, which shall:

- (a) act as an advisory body to the Board;
- (b) bring regional and professional issues to the attention of the Board; and
- (c) elect the elected Directors, in accordance with section 6.7.

Provincial Council will have such other duties and responsibilities as may be set out in policies established by the Board and in effect from time to time.

5.2 Composition of Provincial Council

The Provincial Council will be composed of voting and non-voting members, as follows:

Voting:

- (a) the Directors;
- (b) up to twenty-nine (29) County representatives, as set out in section 5.3;
- (c) up to eighteen (18) Section representatives, as set out in section 5.4; and
- (d) the chairperson of each of CBABC's committees, in accordance with the policies approved by the Board and in effect from time to time.

Non-Voting:

- (e) Past presidents of CBABC who are a Member;
- (f) Past presidents of CBA who are a Member and are ordinarily resident or practicing within British Columbia; and
- (g) such further Honourary Life Members of CBABC Provincial Council as are appointed by CBABC Board from time to time.

5.3 County Representatives

Provincial Council will include a number of County representatives, as set out below.

- (a) Cariboo County – three (3) members, including:
 - (i) one (1) from Northern Rockies or Peace River Regional Districts;
 - (ii) one (1) from Fraser-Fort George or Bulkley-Nechako Regional Districts; and
 - (iii) one (1) from Thompson-Nicola (that portion within Cariboo County), Central Coast, Cariboo or Squamish Lillooet Regional Districts;
- (b) Kootenay County – two (2) members, including:
 - (i) one (1) from East Kootenay and Columbia-Shuswap (that part within Kootenay County) Regional District; and
 - (ii) one (1) from Kootenay Boundary and Central Kootenay Regional Districts;
- (c) Nanaimo County – three (3) members, being:
 - (i) one (1) from Cowichan Valley Regional District;
 - (ii) one (1) from Strathcona, Comox Valley, or Mount Waddington Regional Districts; and
 - (iii) one (1) from the Nanaimo Regional District or Alberni-Clayoquot Regional District;
- (d) Prince Rupert County – one (1) member;

- (e) Vancouver County – nine (9) elected members, including:
 - (i) one (1) from City of North Vancouver, Municipality of North Vancouver, or City of West Vancouver;
 - (ii) one (1) from City of Richmond;
- (f) Victoria County – three (3) members;
- (g) Westminster County – five (5) members, including:
 - (i) two (2) from City of Surrey; and
 - (ii) one (1) from the City of Langley, Township of Langley or Fraser Valley Regional District; and
- (h) Yale County – three (3) elected members, including:
 - (i) one (1) from Thompson-Nicola or Columbia-Shuswap Regional Districts (that portion within Yale County); and
 - (ii) two (2) from the Okanagan-Similkameen or Central Okanagan Regional Districts.

Each County representative must be a CBA Member and:

- a. if practicing, ordinarily working within the area they were elected to represent;
- b. if non-practicing, resident within the area they were elected to represent; or
- c. approved by the Board to continue as County representative for the area they were elected to represent, if subclause (a) or (b) cease to be met after an election.

5.4 Section Representatives

Provincial Council will include a number of Section representatives, as set out below:

- (a) one (1) representative from each of the following section or sections (as the case may be):
 - (i) Aboriginal Lawyers Forum;
 - (ii) Women Lawyers Fora;
 - (iii) Sexual and Gender Diversity Alliance;
 - (iv) Canadian Corporate Council Association;
 - (v) Young Lawyers
 - (vi) Family Law and Children's Law;
 - (vii) Criminal Justice;
 - (viii) Civil Litigation;
 - (ix) Wills & Estates and Elder Law;
 - (x) General, Solo, and Small Practice;
 - (xi) Real Estate;
 - (xii) Aboriginal Law;
 - (xiii) Senior Counsel;
 - (xiv) Workplace Investigations, Employment, and Labour;
 - (xv) Immigration; and
 - (xvi) Public Sector Lawyers.

- (b) Two (2) representatives elected from Business Law, Taxation, Banking, Insolvency, Securities.

Each section representative must be:

- (c) a CBABC Member; and
- (d) a member of the appropriate section executive at the time of their election, but a section representative need not be the chair of a section.

Where a section listed under paragraph (a), above, has multiple regional sections, one representative will be selected from amongst them.

5.5 Election of County Representatives

County representatives on Provincial Council will normally be elected by the applicable Members of CBABC with the boundaries of the applicable County, in accordance with these Bylaws and the policies established by CBABC and in effect from time to time.

5.6 Election of Section Representatives

Section representatives on Provincial Council will normally be elected by the executive of the applicable Section(s), in accordance with these Bylaws and the policies established by CBABC and in effect from time to time. .

5.7 Term of Provincial Council Members

Terms of members of Provincial Council will be three years for County representatives and two years for Section representatives and shall be scheduled in accordance with CBABC policies in effect from time to time.

County and Section representatives may serve for no more than six (6) consecutive years on Provincial Council, not counting any period during which the Member is serving as an Officer.

5.8 Duties of Voting Members of Provincial Council

Each voting member of Provincial Council shall:

- (a) be familiar with these Bylaws;
- (b) make all reasonable efforts to attend each meeting of Provincial Council;
- (c) participate in the debate on issues at meetings of Provincial Council;
- (d) put before Provincial Council the interests and or concerns of CBABC Members, and where necessary, assist the Board in obtaining input from the Members and to report to them on a periodic basis about the issues debated by Provincial Council and the decisions made there;

- (e) liaise with the respective Section (as a Section Representative) or local or County bar association (as a County Representative) and report to them about the issues discussed by Provincial Council and the reports made there.
- (f) promote membership in the CBA to lawyers in British Columbia; and
- (g) support CBABC and CBA Sections and promote them to the Members.

5.9 Meetings of Provincial Council

Provincial Council shall meet at least two (2) times in each calendar year at such dates, times and places selected by the Board. The Board may determine to conduct a meeting of Provincial Council wholly or in part by Electronic Means.

The Chief Executive Officer shall give or cause to be given to each member of Provincial Council not less than seven (7) days' notice of a meeting of Provincial Council.

Quorum for any meeting of Provincial Council shall be 25 of the voting members, present in person or by permitted Electronic Means, if applicable.

5.10 Council Resolutions

Provincial Council may fulfill its advisory role to the Board by way of Resolutions.

5.11 Cessation of Provincial Council Position

A voting member of Provincial Council will automatically cease to hold their position in any of the following circumstances:

- (a) at the expiry of their term, unless re-elected;
- (b) upon the date they provide notice of resignation from Provincial Council to CBABC, or such later date specified in such notice;
- (c) upon ceasing to be eligible;
- (d) upon removal; or
- (e) upon their death.

5.12 Removal from Provincial Council Position

A voting member of Provincial Council may be removed from their position by Board Resolution where they have:

- (a) been disbarred;
- (b) ceased to be a member of CBA in good standing; or
- (c) engaged in conduct considered by the Board to be inconsistent with the proper discharge of the position.

5.13 Appointment to Fill Vacancy

Where one or more Provincial Council positions for a County or Section representative remains unfilled after the required election, or where a County or Section representative ceases to hold the position on the Provincial Council prior to the expiry of their term, the Board may, by Board Resolution, appoint an eligible Person as the appropriate representative for the remainder of the term, or for such lesser period as the Board determines.

6. BOARD OF DIRECTORS

6.1 Role of Board

The Board will collectively have the authority and responsibility to govern and to supervise the management of the property and affairs of CBABC.

For greater certainty, the Board may exercise all such powers and do all such acts and things as CBABC may exercise and do, and which are not by these Bylaws or otherwise lawfully directed or required to be exercised or done by the Provincial Council or the Members.

6.2 Composition of Board

The Board will be composed of up to eleven (11) Directors, as follows:

- (a) the President;
- (b) the First Vice-President;
- (c) the Second Vice-President;
- (d) the Chair of the Finance and Audit Committee;
- (e) the Aboriginal Lawyers Forum Representative;
- (f) the Equity, Diversity and Inclusion Representative;
- (g) the Young Lawyers Representative; and
- (h) no more than four (4) Directors-at-large.

The foregoing composition shall be subject to the ongoing requirement that the Board must include at least:

- (i) one (1) Director who practices in the County of Nanaimo or Victoria; and
- (j) one (1) Director who practices in the County of Cariboo, Kootenay, Prince Rupert, or Yale.
- (k) one (1) Director who practices in the County of Westminister

In the event that the Board composition does not reflect this geographic distribution due to a lack of candidates or vacancy, the Board remains validly constituted.

6.3 Qualifications of Directors

All Directors must:

- (a) be CBABC Members throughout their terms subject to any grace periods approved by the Board;
- (b) be 19 years of age or older;
- (c) not have been found by any court, in Canada or elsewhere, to be incapable of managing their own affairs;
- (d) not be an undischarged bankrupt; and
- (e) not have been convicted of a offence involving fraud in the past five (5) years, for which no pardon has been granted.

6.4 Duties of Directors

Every Director will:

- (a) act honestly and in good faith with a view to the best interests of CBABC;
- (b) attend to the duties of their position exercising reasonable care, diligence and skill;
- (c) be familiar with these Bylaws;
- (d) make all reasonable efforts to prepare for, and attend, each meeting of the Board;
- (e) participate in the debate on all issues at meetings of the Board;
- (f) promote membership in the CBA to lawyers in British Columbia; and
- (g) support CBABC and CBA Sections and promote them to the Members.

6.5 Policies and Procedures

The Board may establish such regulations, policies or procedures relating to the affairs of CBABC as it deems expedient, provided that no regulation, policy or procedure is valid to the extent that it is inconsistent with these Bylaws.

6.6 Appointment of Chief Executive Officer

The Board may, by Board Resolution, appoint the Chief Executive Officer who shall be the chief administrative officer of CBABC and shall be responsible to the Board via the President or such member of the Board as may be designated by the President.

The Chief Executive Officer may delegate their duties as they deem appropriate.

The Chief Executive Officer shall engage in no activity which conflicts with their duties.

The Chief Executive Officer holds the responsibilities of the Executive Director as stated in any CBA governance document.

6.7 Election of Directors

Each year, CBABC shall hold an election of the Provincial Council to elect the following Board positions in accordance with such CBABC policies as are in effect at that time:

- (a) Second Vice-President; and
- (b) Directors-at-large.

In alternating years, the CBABC shall hold an election of the Provincial Council to elect the Chair of the Finance and Audit Committee in accordance with such CBABC policies as are in effect at that time.

The candidates for Second Vice-President and Directors-at-large must be members of Provincial Council at the time of their election.

The candidates for the Young Lawyers Representative must be one of:

- (a) current Young Lawyers Representative;
- (b) chair of a Young Lawyers committee as established from time to time by the Board;
- (c) chair of any Young Lawyers Section as of December 31 in a given fiscal year;
- (d) a County Representative under 40 years of age or 10 years of call in the current year or elected for the upcoming year; or
- (e) any Section Representative under 40 years of age or 10 years of call in the current year.

6.8 Succession of Officer Positions

The Person serving as Second Vice-President on August 31st of a given year will automatically succeed to the office of First Vice-President on September 1st of that year.

The Person serving as First Vice-President on August 31st of a given year will automatically succeed to the office of President on September 1st of that year.

6.9 Ex Officio Directors

A Person who is elected or appointed in accordance with CBABC policies as chairperson of the Aboriginal Lawyers Forum or chairperson of the Equity, Diversity and Inclusion Committee shall without further act become an Ex Officio Director.

Notwithstanding the foregoing, the chairperson may designate in writing provided to CBABC another member of the current executive of the relevant committee or forum (as the case may be) who will take office as Ex Officio Director in their place.

6.10 Term of Office and Term Limits

The term of office of all Directors, save and except the Chair of Audit and Finance Committee, shall be one (1) year, commencing on September 1st of each year, and expiring on August 31st of the following year.

The term of office for the Chair of the Finance and Audit Committee shall be two (2) years, commencing on September 1st of the applicable year and expiring on August 31st in the second following year.

All Directors who remain eligible may be elected for consecutive terms, subject to the following term limits:

- (a) a Person may not hold office as Chair of the Finance and Audit Committee for more than four (4) consecutive years;
- (b) a Person may not hold office as a Director-at-large for more than three (3) consecutive years;
- (c) a Person may not hold office in any one of the following positions for more than three (3) consecutive years:
 - (i) Aboriginal Lawyers Forum Representative;
 - (ii) Equity, Diversity and Inclusion Representative; or
 - (iii) Young Lawyers Representative.

6.11 Vacancies

If the President ceases to hold office prior to the expiry of their term, the First Vice-President shall automatically succeed to the office of President, to hold office for the remainder of the vacant term, as well as for the following term.

If the First Vice-President ceases to hold office as First Vice-President prior the expiry of their term, the Second Vice-President shall automatically succeed to the office of First Vice-President, to hold office for the remainder of the vacant term, as well as for the following term.

If any one or more of the Second Vice-President, the Young Lawyers Representative or a Director-at-large cease to hold office before the expiry of their term, the Board may, by Board Resolution, appoint an eligible Member to fill the resulting vacancy or vacancies until the next election, at which an election will be held for the position.

If the Chair of the Finance and Audit Committee ceases to hold office prior to the expiry of their term, the Board may, by Board Resolution, appoint an eligible Member to fill the resulting vacancy for the remainder of the vacant term.

If the Aboriginal Lawyers Forum Representative ceases to hold office before the expiry of their term, the executive of the Aboriginal Lawyers Forum may appoint a replacement representative from among the current executive.

If the Equity, Diversity and Inclusion Representative ceases to hold office before the expiry of their term, and that person was the Chair of the Equity, Diversity and Inclusion Committee, the Board may appoint a new Chair from among the current Committee.

The period during which a Person serves as an appointed replacement Director does not count toward the term limits set out above.

6.12 Removal of Director

A Director, including an Officer, may be removed from the Board before the expiration of their term of office by resolution approved by not less than two-thirds (2/3) of all the Directors where they have:

- (a) been disbarred;
- (b) ceased to be a member of CBA in good standing; or
- (c) engaged in conduct considered by the Board to be inconsistent with the proper discharge of the position.

Notice of such a resolution shall be given to all Directors at least 14 days in advance of the Board meeting at which the removal is to be considered, and a Person who is the subject of the proposed resolution for removal shall be provided an opportunity to be heard at the Board meeting before the resolution is put to a vote.

6.13 Ceasing to be a Director

A Person will immediately cease to be a Director:

- (a) upon the date which is the later of:
 - (1) the date of delivering their resignation in writing to CBABC; and
 - (2) the effective date of the resignation stated therein;
- (b) upon the expiry of their term, unless re-elected;
- (c) upon the date such Person is no longer eligible;
- (d) upon their removal; or
- (e) upon their death.

7. MEETINGS OF THE BOARD

7.1 Board Meetings

Meetings of the Board may be held at any time and place determined by the Board.

The Board may determine to hold regularly scheduled meetings to take place at dates and times set in advance by the Board. Once the schedule for regular meetings is determined and notice given to all Directors, no further notice of those meetings is required to be provided to a Director unless:

- (a) that Director was not in office at the time notice of regular meetings was provided; or
- (b) the date, time or place of a regular meeting has been altered.

The Board may hold an ad hoc meeting in any of the following circumstances:

- (c) at the call of the President; or
- (d) at the call of the Chief Executive Officer following receipt of a written request by four (4) or more Directors.

7.2 Participation by Electronic Means

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means.

When a meeting of the Board is conducted by Electronic Means, CBABC must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

7.3 Notice of Board Meetings

At least seven (7) days' notice will be sent to each Director of a board meeting. However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Chief Executive Officer.

If a meeting of the Board will permit participation by Electronic Means, the notice of that meeting must inform Directors and other participants (if any) that they may participate by Electronic Means.

7.4 Attendance at Board Meetings

Every Director is entitled to attend each meeting of the Board.

The Chief Executive Officer is entitled to attend each meeting of the Board except for any part of a meeting designated "*in camera* without Chief Executive Officer".

No other Person is entitled to attend meetings of the Board, but the President may invite any Person or Persons to attend all or a portion of a meeting of the Board as advisors, observers or guests.

7.5 Quorum

Quorum for meetings of the Board will be a majority of the Directors currently in office.

7.6 Chairperson at Board Meetings

The President (or, in the absence or inability of the President, the First Vice-President, and in the absence or inability of the President and First Vice-President, the Second Vice-President)

will, subject to a Board Resolution appointing another Person, preside as chairperson at all Board meetings.

If at any Board meeting the President, First Vice-President, Second Vice-President and such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting, the Directors present may select one of themselves to preside as chairperson at that meeting.

If a Person presiding as chairperson of a Board meeting wishes to step down as chairperson for all or part of that meeting, they may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, they may preside as chairperson.

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a Board meeting, the Person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted, if any, and determine matters in accordance with those rules, as well as the Act and these Bylaws.

7.7 Passing Resolutions and Motions

Any issue at a meeting of the Board which is not required by the Act, these Bylaws or such rules of order as may apply to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

7.8 Resolution in Writing

A Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will 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.

7.9 Entitlement to Vote

Absent a conflict of interest, each Director is entitled to one (1) vote on all matters at a meeting of the Board. No other Person is entitled to a vote at a meeting of the Board.

7.10 Procedure for Voting

Except where expressly provided for in these Bylaws, voting on matters at a meeting of the Board may occur by any one or more of the following mechanisms, in the discretion of the Chair, by:

- (a) show of hands;
- (b) written ballot;
- (c) roll-call vote or poll; or
- (d) Electronic Means.

On the request of any one (1) or more Directors, a vote will be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way that it is impossible for the assembly to discern how a given Director voted.

7.11 Minutes of Board Meetings

The Chief Executive Officer or such other Person designated by the Board will ensure that minutes are taken for all meetings of the Board.

8. DUTIES OF OFFICERS

8.1 Officers

The Officers are the President, First Vice-President, Second Vice-President and Chair of the Finance and Audit Committee. All officers must be Directors.

8.2 Duties of President

The President shall:

- (a) preside at General Meetings, Provincial Council meetings and Board meetings;
- (b) act as primary spokesperson for CBABC, in consultation with the Board and in accordance with such CBABC policies as may be in effect from time to time;
- (c) submit a written report in respect of the work of the CBABC at the CBA annual meeting;
- (d) assist the president of CBA in carrying out the administration of the CBA within British Columbia;
- (e) advance CBA within British Columbia;
- (f) with regard to provincial matters within British Columbia, have the same duties as the CBA President as defined in the Bylaws and regulations of the CBA; and
- (g) have such further duties as are required by or are consistent with these Bylaws.

8.3 Duties of Vice-Presidents

The First Vice-President and Second Vice-President shall:

- (a) assist the President in carrying out their duties;
- (b) in the absence of the President, preside at the General Meetings, Provincial Council meetings and Board meetings, in order of position;
- (c) in the absence of the President, fulfill the role the President, in order of position;
- (d) act as a liaison between Provincial Council and the Board to assist voting Provincial Council Members in fulfilling their duties; and
- (e) have such further duties as are required by or are consistent with these Bylaws.

8.4 Duties of Chair of Finance and Audit Committee

The Chair of the Finance and Audit Committee shall:

- (a) oversee the finances of the CBABC;
- (b) report to the Board and, as necessary, to Provincial Council and to the Membership on the finances of CBABC;
- (c) recommend an annual budget to the Board for approval; and
- (d) have such further duties as are required by or are consistent with these Bylaws.

9. DUTIES OF OTHER CBABC POSITIONS

9.1 Duties of the Aboriginal Lawyers Representative

In addition to the duties of all Directors, the Aboriginal Lawyers Representative shall:

- (a) participate in the Aboriginal Lawyers Forum;
- (b) promote CBABC's commitment to reflecting the Aboriginal Lawyers Forum membership by informed representation at the Board, Provincial Council, as the case may be, CBABC sections, and committees;
- (c) take steps to ensure that CBABC's commitment to the Aboriginal Lawyers Forum membership is implemented in accordance with these Bylaws;
- (d) monitor CBABC's progress in this commitment;
- (e) provide the Board with informed analysis of the Truth and Reconciliation Commission's Calls to Action and any future reports relevant to the policy and decision making process of CBABC; and
- (f) assist the Board in preparation and presentation of the report at the CBABC annual meeting.

9.2 Duties of the Equity, Diversity and Inclusion Representative

In addition to the duties of all Directors, the Equity, Diversity and Inclusion Representative shall:

- (a) participate in the CBABC Equity, Diversity and Inclusion Committee;
- (b) promote CBABC's commitment to reflecting the diversity of its membership by informed representation at the Board, Provincial Council, CBABC sections and committees;
- (c) take steps to ensure that CBABC's commitment to equity, diversity and inclusiveness is implemented in accordance with the Bylaws;
- (d) monitor CBABC's progress in this commitment;
- (e) provide the Board with informed equity, diversity and inclusion analysis in the policy and decision making process of CBABC; and

- (f) assist the Board in preparation and presentation of the report to the CBABC annual meeting.

9.3 Duties of the Young Lawyers Representative

In addition to the duties of all Directors, the Young Lawyers Representative shall:

- (a) promote the increased involvement of young lawyers in CBA activities by:
 - (1) encouraging young lawyers to become involved in section and committee work within CBABC;
 - (2) encouraging the involvement of law students in CBABC activities;; and
- (b) liaise with the Young Lawyers Sections and young lawyers across British Columbia to present to the Board and Provincial Council the concerns of Young Lawyers as such concerns affect both CBABC operations and the practice of law in general.

9.4 Duties of Chief Executive Officer

The CBABC Chief Executive Officer shall:

- (a) administer the general affairs of CBABC in accordance with these Bylaws, the regulations, and the administrative policies of the CBABC;
- (b) advise and assist the Board and other committees in the discharge of their responsibilities;
- (c) exercise full authority over and be responsible for the CBABC offices and its staff, including the adoption of administrative guidelines which shall be consistent with these Bylaws, the regulations, and the administrative policies of CBABC;
- (d) ensure that the CBABC records and books of account are properly and securely maintained in accordance with policies and requirements of law;
- (e) attend to all correspondence and the giving of notices required by the Bylaws or as directed by the Board;
- (f) ensure the preparation the minutes of General Meetings, meetings of the Board; and
- (g) have such further duties as are required by or are consistent with these Bylaws.

10. SECTIONS

10.1 Organization of Sections

Sections shall be organized and continued for each of the sections authorized from time to time by regulations of the CBA unless the Board decides that a Section should not be organized or continued.

The Board may authorize the creation of other Sections not referred to in the regulations of the CBA and may authorize the creation of more than one Section for separate geographic regions of British Columbia.

Sections shall be subject to and managed in accordance with such CBABC policies as are in effect from time to time.

11. COMMITTEES

11.1 Creation and Delegation to Committees

The Board may create such committees for CBABC as may from time to time be required. Any such CBABC committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by Board Resolution.

The Board may delegate any, but not all, of its powers to CBABC committees which are in whole or in part composed of Directors as it thinks fit.

11.2 Terms of Reference

In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the terms of reference or otherwise, and will 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 may determine.

11.3 Ex Officio Membership in Committees

The President, First Vice-President, Second Vice-President and Chief Executive Officer shall be ex-officio members of all CBABC committees.

11.4 Dissolution

The Board may dissolve a committee by Board Resolution.

12. FINANCIAL MATTERS AND REPORTING

12.1 Fiscal Year

The fiscal year of CBABC shall be determined by the Board from time to time.

12.2 Presidential Stipend

The President shall be paid a stipend, established from time to time by the Board, payable in accordance with such CBABC policies as are in effect from time to time.

12.3 Borrowing

In order to carry out the purposes and activities of CBABC, the Board may, on behalf of and in the name of CBABC, raise, borrow 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.

12.4 Annual Budget

The Chief Executive Officer shall, in consultation with the Chair of the Finance and Audit Committee, annually prepare a budget of the revenues and expenses of CBABC for the next fiscal year for review and approval by the Board.

12.5 Audit

CBABC is required to undertake an audit of its annual financial statements.

The auditors of CBABC shall be a firm of chartered professional accountants appointed by majority vote at the annual meeting.

Any vacancy in the office of auditor may be filled for the balance of the current term by appointment of the Board.

12.6 Annual Financial Statements

The Board shall approve the annual financial statements of the CBABC and present same to the Members at the annual meeting.

Any Member is entitled to receive a copy of the approved annual financial statements.

13. BYLAWS

13.1 Entitlement of Members to copy of Bylaws

On being admitted to membership, each Member is entitled to, and upon request Chief Executive Officer will provide them with access to these Bylaws.

13.2 Alteration of Bylaws

These Bylaws may be added to, deleted or otherwise amended by Resolution.

In addition to being subject to CBABC policies on the submission of Resolutions, resolutions to amend these Bylaws must be:

- (a) recommended by the Board at least thirty (30) days prior to a General Meeting at which such amendments will be considered; or
- (b) signed by at least ten (10) Members and provided to the Chief Executive Officer not less than sixty (60) days before the General Meeting at which they will be considered.

Regardless of the foregoing option, the Chief Executive Officer must provide Members not less than thirty (30) days' written notice of any proposed amendments to these Bylaws.

THESE BYLAWS ADOPTED: February 2, 2024