

The Canadian Federation of University Women Victoria
Victoria, British Columbia

The most significant changes have been identified below the paragraphs and are shown in italics.

Canadian Federation of University Women Victoria By-laws

Part 1 – Interpretation and Definitions

- 1.1.0 In these by-laws, unless the context otherwise requires,
- 1.1.1 “CFUW Victoria” refers to the Canadian Federation of University Women Victoria, BC.
 - 1.1.2 “Club” refers to “CFUW Victoria.”
 - 1.1.3 “the Scholarship and Bursary Society” refers to the Canadian Federation of University Women Victoria Scholarship and Bursary Society.
 - 1.1.4 “CFUW BC Council” refers to the Canadian Federation of University Women provincial organization in British Columbia.
 - 1.1.5 “CFUW National” refers to the Canadian Federation of University Women, National office, Ottawa, Ontario.
 - 1.1.6 “the Societies Act” means the Societies Act of British Columbia in force and all amendments to it.
 - 1.1.7 “member in good standing” means a member who has paid their membership dues in full and whose membership has not been suspended for any other reason.
- 1.2.0 The definitions in the Societies Act on the date these by-laws become effective apply to these bylaws, including,
- 1.2.1 “Resolution” means a resolution passed at a General Meeting or AGM by a simple majority of the votes cast by members in good standing.
 - 1.2.2 “Special Resolution” means a resolution passed at a General Meeting or AGM by at least 2/3 of the votes cast by members in good standing.
- 1.3.0 CFUW Victoria’s Bylaws, Policies and Procedures based on past motions and/or practices, will be the Standing Rules.
- 1.4.0 The “Parliamentary Authority” to be followed is the current edition of Robert’s Rules of Order Newly Revised which will govern CFUW Victoria, as applicable, and where they are not inconsistent with these By-laws and the Policies and Procedures.

Part 2 - Membership

- 2.1.0 A woman is eligible for membership in CFUW Victoria if they support the objectives and purposes of CFUW.
- 2.2.0 Definitions of individual membership:
- 2.2.1 Member – Regular member who pays full CFUW National, BC and Club dues.
 - 2.2.2 Student – A Student member is one who is a full-time student at a post-secondary institution. Student members pay 50% of the full dues.
 - 2.2.3 Dual – A Dual member is one who is a member of more than one CFUW Club. Dual members will pay CFUW Victoria dues but pay CFUW National and Provincial dues to only one Club.

2.2.4 Life – A Life membership may be conferred for outstanding service by a CFUW Club member to the Club and CFUW Victoria will pay CFUW National dues on their behalf. Nominations for a Life membership will be proposed by the membership, reviewed by the Executive Committee and subject to a majority vote at a general meeting. Life members have full voting privileges and may hold office.

2.2.5 Jubilee – A Jubilee membership is conferred on members with continuous Club membership of 50 years or 45 years if 90+ years of age. A Jubilee member pays the CFUW National dues but the CFUW Victoria dues are waived.

2.2.6 Local Honorary – A woman eminent in any department, or who has distinguished themselves in the cause of education, or has singly assisted CFUW Victoria, may be elected an Honorary Member. They will be proposed by at least two members, receive the unanimous vote of the Executive and be elected at any regular meeting. They do not have voting privileges and will not be assessed dues.

2.3.0 A member will cease to be a member of CFUW Victoria if a resolution to terminate their membership is unanimously adopted by the Executive Committee of CFUW Victoria and signed by any Officers not present at the meeting. The member shall be notified in writing and can present their response to the Executive Committee and appeal to the general membership.

Part 3 – Dues

3.1.0 Membership dues will be set by the Executive Committee of CFUW Victoria and ratified by the members at a General Meeting. Written notice of the intention to hold a vote is to be provided to members 14 days prior to the meeting.

3.2.0 Membership fees are due by the end of March every fiscal year. Members who have not paid their dues by the due date shall no longer be eligible to participate in CFUW Victoria activities and may attend public meetings but cannot vote.

3.3.0 Dues will consist of four portions, namely:

3.3.1 The amount per member for affiliation with CFUW National as ratified by CFUW National at an Annual General Meeting;

3.3.2 The amount per member for membership in CFUW BC Council as ratified by CFUW BC at an Annual General Meeting.

3.3.3 The amount per member for operation of CFUW Victoria as recommended by the Executive Committee and approved at a General Meeting after notice to membership of intent.

3.3.4 The amount per member (stipend) as recommended by the Scholarship and Bursary Society and ratified by the membership at a General Meeting. The funds are used to cover the operational expenses.

3.4.0 The annual CFUW Victoria dues will be set to ensure a balanced budget.

3.5.0 Members transferring from another CFUW Club who have already paid current dues will not pay CFUW National and BC Council dues for the remainder of the Club's fiscal year but will contribute to the local dues.

Part 4 – Executive Committee

4.1.0 Structure

4.1.1 The Executive Committee will consist of the following Officers: President, Vice-President, Secretary, Treasurer, Advocacy Chair, Membership Coordinator, Program Coordinator, Neighbourhood Group Coordinator, Activity and Interest Group Coordinator, Communications Coordinator and the Past President of the immediately preceding year. Specific responsibilities are detailed in Part 6.

4.1.2 No member may serve concurrently on both the CFUW Victoria Executive Committee and the Board of the Scholarship and Bursary Society.

4.1.0 AMENDED Advocacy Chair has been part of the Executive Committee for the past 2 years and is now being formally made part of the Committee in recognition of the importance of the role.

4.2.0 Term of Office

4.2.1 The Officers will assume office at the Annual General Meeting, hold office for a period of one year and be eligible to stand again. Subject to By-law 4.7.1, no member may hold the same office for more than two consecutive terms.

4.3.0 Qualification for Executive Committee Role

4.3.1 A member may serve on the Executive Committee if they are a member in good standing.

4.3.2 A member is not qualified to serve if they are

- (i) found by any court, in Canada or elsewhere, to be incapable of managing their own affairs,
- (ii) an undischarged bankrupt, or
- (iii) convicted of fraud, unless five years have elapsed since conclusion of the term of imprisonment or probation, or a pardon has been granted.

4.3.0 NEW Added to comply with Societies Act. This is a new clause in the Societies Act.

4.4.0 Roles and Responsibilities

4.4.1 The Executive Committee is responsible for the strategic direction, planning, and day-to-day operations of the club.

4.4.2 The Executive Committee members may exercise all the powers and acts that are not precluded by the by-laws or by statute but subject to:

4.4.2.1 All applicable laws, including the BC Societies Act,

4.4.2.2 Policies and procedures, not being inconsistent with these by-laws, that are made from time to time by CFUW Victoria in a General Meeting.

4.4.3 A policy or procedure, made by the Club in a General Meeting, does not invalidate a prior act of the Executive Committee that would have been valid if that rule had not been made.

4.4.4 The Executive Committee may only commit CFUW Victoria to borrow money on the authority of a Special Resolution, provided written notice has been given to the members not less than 14 days before.

4.5.0 Executive Meetings

4.5.1 Quorum – Six members will constitute a quorum at meetings of the Executive Committee.

4.5.2 Executive Committee meetings will be called by the Secretary at any time on request of the President, or of three members of the Executive Committee. The executive may choose to set a

standard date, time, and place to meet each month. Any change in the schedule requires a seven-day notice unless it is urgent. Agendas are to be circulated by the secretary 48 hours in advance of the meeting.

4.6.0 Disclosure of Officer's Interest

4.6.1 If an Executive Committee Officer has a direct or indirect material interest in (i) a contract or transaction of CFUW Victoria, or (ii) a matter that is the subject of consideration by the Executive Committee which could result in a material conflict of interest, then the Officer must:

- (i) disclose fully and promptly to the Executive Committee the nature and extent of their interest,
- (ii) abstain from voting on the contract, transaction or matter,
- (iii) leave the meeting (a) while the contract, transaction or matter is discussed, unless asked by the other Officers to be present to provide information, and (b) while the other Officers vote on the contract, transaction or matter, and
- (iv) refrain from any other action intended to influence the discussion or vote.

4.6.2 A disclosure of material interest must be recorded in the minutes of the meeting.

4.6.0 NEW Added to comply with Societies Act.

4.7.0 Changes in Officers

4.7.1 If a vacancy occurs in any office during the year, the Executive will have the power to fill the vacancy from the active members. Notwithstanding Bylaw 4.2.1, if the unexpired portion of the term of office is less than six months, the newly appointed officer(s) may be eligible to stand for the same office for two consecutive terms in addition to the partial term.

4.7.2 An Executive Committee member may be removed from office by Special Resolution provided notice has been given to the members not less than 14 days before.

4.7.3 The resignation of an Executive Committee member must be in writing and takes effect on the later of the day on which the letter is received or the date specified in the letter.

4.7.4 In the event of the resignation of the entire Executive Committee, a Past President, preferably the immediate Past President, if still an active member of the Club and available, should become President pro tem. The Past President will call a Special General Meeting as soon as possible with two weeks' notice to all active members with the purpose of electing an Executive Committee to serve the remainder of the term.

4.7.5 CFUW Victoria property in the custody of an Officer who has vacated their position will be passed to their successor within seven days. If no successor has been appointed, such property should be passed to the President, or to the President pro tem who will ensure that such property is handed over to their successor or to the duly elected Executive Committee members.

Part 5 – Duties of Officers

5.1.0 Executive Committee

5.1.1 President: The President will preside over all meetings of CFUW Victoria and the Executive Committee. They will be an ex-officio and non-voting member of the Scholarship and Bursary Society and all Club Committees save for the Nominating Committee. The President is CFUW

Victoria's representative on CFUW BC Council and is responsible for all external communication from CFUW Victoria.

5.1.2 Vice President: In case of the President's inability to act, the Vice-President will perform the duties of the President. They will be CFUW Victoria's Liaison Officer on all matters pertaining to CFUW National Office.

5.1.3 Secretary: The Secretary will keep a record of all proceedings at meetings of the Club and the Executive Committee, and will make them available for inspection by members.

5.1.4 Treasurer: The Treasurer will manage the finances, maintain financial records, receive donations and make disbursements as directed by the membership or Executive Committee. The Treasurer will make the financial records available for inspection by members and present a detailed year-end financial report at the Annual General Meeting.

5.1.5 Advocacy Chair: The Advocacy Chair coordinates the activities of the Advocacy Committee, including participation in the annual Resolution process and National campaigns, organizing special events and the promotion of local advocacy initiatives.

5.1.6 Membership Coordinator: The Membership Coordinator is responsible for all matters pertaining to membership, including maintenance of the Web based Membership data base and managing the annual membership renewal process. The Membership Coordinator is also responsible for developing strategies for new member recruitment and membership retention.

5.1.7 Program Coordinator: The Program Coordinator is responsible for the educational programming of CFUW Victoria. This includes, but is not limited to, recruiting a program committee, booking General Meeting and special event venues, and arranging for speakers and entertainment. They are also responsible for arranging hospitality when required.

5.1.8 Neighbourhood Group Coordinator: The Neighbourhood Group (NG) Coordinator is responsible for assisting in maintaining the network activities of CFUW Victoria in collaboration with the Neighbourhood Group Convenors. The NG Coordinator will coordinate and communicate with the Convenors to provide information and support to the Neighbourhood Groups.

5.1.9 Activity and Interest Group Coordinator: The Activity and Interest Group Coordinator is responsible for facilitating the network and educational activities of CFUW Victoria through the Activity and Interest Groups. They will coordinate and communicate with the Group Leaders and will assist members in the formation of new groups.

5.1.10 Communications Coordinator: The Communications Coordinator is responsible for all internal communications including but not limited to membership newsletters, electronic announcements, and all other communication with the membership.

5.1.11 Past President: The President of the immediately preceding year (Past-President) is responsible for providing guidance to the Executive Committee and to the President, as requested.

5.1.12 Notwithstanding the above, each Executive Member should ensure their duties are carried out as defined in the most recent CFUW Victoria's Policies and Procedures Manual.

5.2.0 Other Positions

5.2.1. Archivist The Archivist is responsible for collating CFUW Victoria documents and materials of an historic nature on an annual basis. CFUW Victoria materials should be added to the archives stored in the Special Collections of the University of Victoria Libraries Archives.

5.2.2 Parliamentarian: The President, in consultation with the Executive Committee, may appoint a Parliamentarian.

5.2.3 Website Coordinator: This position is responsible for developing, reviewing, and updating the CFUW Victoria's Website and maintaining all social media as directed by the Executive.

Part 6 – Committees

6.1.0 Special Committees

6.1.1 The Executive Committee will appoint Special Committees as required for the operation of the CFUW Victoria.

6.1.2 Chairs of these Special Committees will be selected from the members of the Executive Committee, if possible.

6.1.3 Committees struck by the Executive Committee will conform to any rules and procedures imposed on them by the Executive Committee and must report progress and action to the Executive Committee at its Regular Meetings.

6.2.0 Nominating Committee and Elections

6.2.1 At an Executive meeting preceding the General Meeting in January, the Executive will appoint a Nominating Committee of a minimum of three members and a maximum of five members, who will prepare a slate of officers for the following year from the list of paid Members of CFUW Victoria. The Chair of the Nominating Committee will present the slate at the General Meeting in April and call for further nominations from the floor.

6.2.2 Candidates nominated for Officers of CFUW Victoria will be elected by ballot at the Annual General Meeting unless there is only one candidate for the position, in which case that position will be filled by acclamation.

6.2.3 A notice will be sent to the membership two weeks prior to the Annual General Meeting with the names of the candidates for any office for the following year.

6.2.4 For contested positions, the election will be held at the Annual General Meeting and will be overseen by a committee of the Secretary and two members appointed by the President to serve as tellers. The Secretary will count the votes and the results will be announced by the Secretary after certification by the tellers.

Part 7 – Financial Management

7.1.0 The Fiscal Year of CFUW Victoria will be from April 1st to March 31st each year.

7.1.1 A proposed draft budget is to be presented at the January General Meeting to demonstrate that the proposed membership dues for the upcoming fiscal year will ensure a balanced budget. The budget will be ratified at the Annual General Meeting.

7.1.2 Financial statements including a balance sheet and income statement, will be presented at each Annual General Meeting for the recently completed fiscal year.

7.1.3 CFUW Victoria will maintain a Contingency Fund of \$5,000 and periodically review its adequacy. It will also maintain a Conference Fund to cover the costs of representation at the BC and National conferences, the amount of which will be approved from time to time by the membership.

7.1.4 Operating surpluses (excess of income over expenditure) in excess of 20% of net income should not be accumulated except for funds for special purposes approved by the CFUW Victoria

membership. Funds in excess of these amounts should be transferred to the Scholarship and Bursary Society.

7.1.5 In the case of a proposed expenditure above the Executive Committee discretionary amount (authorized in the Policy and Procedures Manual), the Treasurer will provide notification in the newsletter. The proposal will then be voted on by the membership at a General Meeting.

7.1.6 Each year the Executive Committee will appoint a committee of 3 members to review the financial statements. The committee will include at least two members selected for their qualifications. The Treasurer will be an ad hoc member of the Committee and will act in an advisory capacity.

Part 8 - Scholarship and Bursary Society

8.1.0 The Executive Committee of CFUW Victoria will fulfill its duties as set out in the CFUW Victoria Scholarship and Bursary Society By-laws.

Part 9 – Meetings

9.1.0 Annual General Meeting

9.1.1 The Annual General Meeting (AGM) will be held every year in May. The agenda will include the presentation of the Annual Report and fiscal year-end financial statements, amendments, if any, to the Constitution and the election or approval of officers for the coming fiscal year.

9.2.0 General Meetings of Members

9.2.1 General Meetings or events will be held monthly from September to May inclusive as deemed necessary.

9.2.2 Written notice of the date, time and location of a General Meeting will be sent to every member at least 14 days prior to the meeting.

9.2.3 The accidental omission to send notice of a General Meeting to, or the non-receipt of notice by, a person who is entitled to notice does not invalidate any proceedings at that meeting.

9.2.4 If at a General Meeting, there is no President, Vice-President or another Executive Committee member who is willing to act as Chair, the members present must choose one of their number to be the chair.

9.2.0 AMENDED Additional guidance has been added regarding providing notice.

9.3.0 Special Meetings

9.3.1 Executive Committee Call for a Special Meeting

The Executive Committee may at any time call a Special Meeting and the notification provisions of Bylaws 9.2.2 and 9.2.3 will apply.

9.3.2 Member Requisition for a Special Meeting

9.3.2.1 Members in good standing may requisition the Executive Committee to call a Special Meeting for the purposes stated in the requisition provided that the requisition:

- (i) is supported by 10% of members in good standing,
- (ii) contains the names and contact information, and is signed by the members supporting the requisition,

- (iii) states, in 200 words or less, the business to be considered at the meeting, including any special resolution the members wish to have considered at the meeting,
- (iv) is mailed by registered mail to the CFUW Victoria mailing address and by email to each member of the Executive Committee.

9.3.2.2 After CFUW Victoria receives a requisition, the Executive Committee must

- (i) call a Special Meeting, to be held within 60 days after the date of receipt of the requisition, to consider the business stated in the requisition, and
- (ii) send, with the notice of the meeting, the text of the statement referred to in 9.3.2.1 (iii).

9.3.2.3 If, within 21 days after the date of the receipt of a requisition by CFUW Victoria and members of the Executive Committee, the Executive Committee has not called a meeting, a majority of the members requisitioning the meeting may call the meeting.

9.3.2 NEW Added and amended to comply with Societies Act. This is a new clause in the Societies Act which provides members with the opportunity to call a meeting to address a specific issue. CFUW had previously had a threshold of 25 members to call a special meeting and no additional guidance.

9.4.0 Quorum

9.4.1 A quorum at General Meetings, the Annual General Meeting and Special Meetings will consist of ten percent of members in good standing as recorded in the Club's membership database at the time of the meeting.

9.4.2 If at any time during a meeting there ceases to be a quorum present, business then in progress must be suspended until a quorum is present, but discussion may continue and be reported at the next meeting.

9.5.0 Meeting Format

Meetings may be held in person, virtually or may be available in both formats simultaneously. For the purpose of the Bylaws, no distinction is made between virtual or in-person meetings unless specifically stated.

9.5.0 NEW Acknowledgement that meetings can be held virtually.

9.6.0 Voting

9.6.1 Members in good standing present at a meeting are entitled to one vote.

9.6.1.1 For in-person meetings, voting is by a show of hands except in the case of voting for officers at the Annual General Meeting as outlined in Bylaw 6.2.0.

9.6.1.2 For virtual meetings, voting is by a show of hands for general business or by use of the voting function within the virtual platform when voting for officers and for other business as appropriate. Every member must be identified by their name on the virtual call.

9.6.1.3 Where necessary, the Chair of the meeting will appoint three tellers from members in good standing to count the votes, and the results (for, against, and abstentions) will be recorded in the minutes of the meeting.

9.6.2 Voting by proxy is not permitted.

9.6.3 The Chair may withhold and use their vote to influence the outcome of a tie vote.

9.6.4 The President will be the voting delegate for CFUW Victoria. If they are unable to attend any CFUW National meetings requiring Club voting, the CFUW National AGM or CFUW BC Council AGM, an alternate will be appointed by the Executive Committee.

9.6.1.2 NEW Added to comply with Societies Act. If virtual meetings are held, bylaws need to include how voting will occur.

9.7.0 Member Proposals

9.7.1 Members in good standing may put forward a proposal for consideration at the Annual General Meeting provided that the proposal contains the following:

- (i) evidence of support of 5% of members in good standing, whose names, contact information and signatures are contained in the proposal,
- (ii) a statement not exceeding 200 words in length outlining the details of the matter to be considered, and
- (iii) a special resolution.

9.7.2 The proposal is to be sent to the Executive Committee and if the proposal is received at least 7 days before notice is sent of the Annual General Meeting, the following must be included with that notice:

- (i) the proposal,
- (ii) the names and contact information of the members submitting the proposal, and
- (iii) one statement in support of the proposal, if the members submitting the proposal request that the statement be included.

9.7.0 NEW Amended to comply with Societies Act. This is a new clause in the Societies Act which provides members the opportunity to put forward a proposal at an AGM.

Part 11 – Amendments

11.1.0 All notices of amendments to the Constitution must be given in writing to the Secretary. The Executive Committee recommends and presents the amendments at a General Meeting at least two months prior to the Annual General Meeting. All such amendments will require a Special Resolution to be passed at the Annual General Meeting.

11.2.0 All notices of amendments to the Bylaws must be given in writing to the Secretary. The Executive Committee recommends and presents the amendments to the membership at a General Meeting after prior notification. Proposed changes, if material, should be circulated at least two months prior to the meeting. The proposed by-laws will require a Special Resolution to be passed at a General Meeting.

11.2.0 AMENDED Amendment process has been made more detailed for Bylaws and notice period has been lengthened.

Part 12 – Federation, Affiliation and Use of Name

12.1.0 Federation and Affiliation

12.1.1 CFUW Victoria may partner or affiliate with any other organization of similar scope or aim.

12.2.0 Use of Name

12.2.1 The name “CFUW” will not be used in speaking or writing on any matter contrary to established CFUW policy.

12.2.2 Where there is no established CFUW policy, the Club name may be used in speaking or writing on matters of local concern provided these are in accordance with the aims of CFUW and not contrary to any policy adopted by CFUW or by the Provincial Council of the province in which the Club is situated and have the approval of the Club’s Executive.

Part 13 - Dissolution

13.1.0 In the event of dissolution of CFUW Victoria, after debts and obligations are met, any remaining monies will be transferred to the Scholarship and Bursary Society for appropriate investment in awards.

Bylaw amendments:

The CFUW Victoria Bylaws were last changed at the General Meeting in 2022. The CFUW Victoria Constitution was last changed at the AGM in May 2022.