

BC Federation of Foster Parent Associations

Constitution and Bylaws

(Revision 2015)



Constitution – BC Federation of Foster Parent Associations

ARTICLE I: NAME

1. The name of the Society is the “BC Federation of Foster Parent Associations,” and the Society shall hereafter be referred to as “The Federation.”

ARTICLE II: PURPOSES

1. The purposes of the Federation are:
 - a) to be the collective voice for all foster parents and promote fostering throughout British Columbia.
 - b) to be a channel of communication between authorized child welfare agencies and foster parents in British Columbia in all matters pertaining to children and foster children in particular.
 - c) to work with authorized child welfare agencies and other community agencies and organizations to improve fostering and child care standards.
 - d) to promote and encourage the aims and objectives of each and every local foster parent association in British Columbia as the basic foundation unit of the foster parent organization.
 - e) to promote and encourage the aims and objectives of each and every regional council of foster parent associations in each Ministry of Children and Family Development region of British Columbia.
 - f) to provide advisory help and assistance to foster parents, local associations and regional councils of foster parent associations.
 - g) to encourage local associations and regional councils, in cooperation with authorized child caring agencies and local school boards, university extension departments and post-secondary educational facilities, to arrange appropriate in-service training courses and other educational experiences to enhance the capabilities of foster parents.
2. The BC Federation of Foster Parent Associations shall be carried on without purpose of gain for its members and any profits or other accretions to the organization shall be used in promoting its objectives and this provision is unalterable.
3. In the event of dissolution or winding up of the Federation, all remaining assets after payment of liabilities, shall be distributed to one or more recognized charitable organizations in Canada and this provision is unalterable

Bylaws – BC Federation of Foster Parent Associations

ARTICLE III: MEMBERSHIP

Section 1. There shall be the following classes of membership:

- a) Foster Home Members
- b) Associate Members
- c) Honorary Life Members
- d) Honorary Members
- e) Association Members

Section 2. Definition of Membership Classification

- a) Foster Home Members shall be ministry approved foster homes and/or homes providing in-home foster care for community agencies authorized by the Ministry of Children and Family Development to contract for in-home services for children.

For the purposes of membership, foster home members who contract with existing local associations and/or regional councils as foster parent trainers will not be seen as employees of the Federation and shall maintain their full voting privileges. Further, they are entitled to all other privileges accorded to members, including holding office at any level of the Federation, providing they are a member in good standing.

A Foster Home Member is in Good Standing when membership dues and applications are received by the Federation/Provincial Office on or prior to the due date.

- b) Associate Members shall be non-foster parents, who are interested in the fostering program, children, the Federation and persons who are employees of the Federation or the Ministry of Children and Family Development.

Associate Members shall have no voting privileges and shall not hold office nor be a delegate.

(Not withstanding **(Article 111-Section 2b)**, those associate members selected by the nominating committee to hold a position on the Provincial Board of Directors shall have full voting privileges during their term of office, and may represent the Federation.)

- c) Honorary Life Members shall be awarded a lifetime membership in the Federation upon recommendation from the Board of Directors.
- d) Honorary Associate Members shall be non-foster parents who are awarded a lifetime membership in the Federation upon recommendation from the Board of Directors.

- e) Association Members shall be organizations, who support the Federation in its Goals and Objectives and who are interested in the fostering program, children and the improvement of the Child Welfare System.

Section 3. Required Dues and Fees

- a) All membership applications and dues are to be sent to the Federation/Provincial office.
- b) The Board of Directors shall have the discretion to accept or reject an application for membership in the Federation.
- c) The exercise of discretion is subject to review at any meeting of the members of the Federation.
- d) Before membership is accepted, the applicant must pay to the Federation the membership fee, if any.
- e) The membership fee for each class of membership, if any, shall be determined by the membership at a meeting of the members of the Federation.
- f) The Board of Directors shall determine the date in each year on which members shall pay their annual fees to the Federation's Provincial Office.

Section 4. Rights and Duties of Members

- a) The subscribers to these Bylaws shall have the same rights and duties as any other member in their class.
- b) It shall be the duty of each member to pay membership fees, if any, when due for the current year.
- c) Furthermore, a Foster Parent Member agrees to follow these Bylaws, Code of Ethics, Policy and Procedures by signing the membership application.

Section 5. Voting Members

- a) Only Foster Home Members, Associate Members holding a position on the Board of Directors (Article 111 Section 2b) and Honorary Life Members shall vote at any meeting of the Federation.
- b) Non Board Associate Members, Honorary Members and Association Members shall have no voting privileges at any meeting of the Federation.
- c) Members may vote at any Membership Meeting if their application and dues have been received at the Federation/Provincial Office at least thirty (30) days prior to the Membership Meeting.

(Notwithstanding, **(Section 5 a / b)** no employee of the Federation or the Ministry of Children and Family Development shall hold office, have voting privileges or voice, for the duration of their employment regardless of their membership status.)

Section 6. Membership Ceases

- a) Membership shall cease 30 days after non-payment of the annual fee.
- b) A Member in any class of membership, as defined in Section 1 and 2, may be expelled with cause upon a 2/3 vote of the Board of Directors.
- c) The Member has the right to attend a meeting in which the decision for expulsion shall be made.

- d) The Member has the right to appeal any expulsion decision made by the Board of Directors.
- e) The Member appealing the expulsion decision has to abide by the decision of the membership present at the Annual General Meeting.
- f) Membership automatically changes to Associate Member status upon the formal closure of a foster home by the Ministry of Children and Family Development or its designate, after all processes of appeal have been exhausted and the decision to close the home has been upheld.
- g) A member may resign by submitting a written notice to the Federation Office.

ARTICLE IV: GENERAL MEETINGS

Section 1. The Annual General Meeting

The Annual General Meeting shall be held in the month of October in each year at a place within the Province and on a day to be fixed by the Board of Directors except where the membership, through a motion at a previous Annual General Meeting, directs the Board to another month.

Section 2. Extraordinary Meetings

- a) Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- b) The Board of Directors may, when it thinks fit, convene an extraordinary general meeting.
- c) An extraordinary general meeting called under this section shall deal only with the business set out in the notice of call to the meeting.

Section 3. Notice for Annual General Meeting and Extraordinary Meetings

- a) Every notice of a General Meeting shall state the nature of the business of which the Directors are aware, and such notice shall be given to every member thirty (30) days before such meeting.
- b) Notice of any General Meeting shall be deemed to be given to every member if posted in the Federation newsletter and delivered electronically, mailed or hand delivered.

Section 4. Quorum

A quorum for the transaction of business at any General Meeting shall be twenty-five (25) voting members.

Section 5. Voting

A majority vote is required for the adoption of ordinary resolutions. Proxy voting is not permitted.

Section 6. Mail-in Votes

- a) Mail-in votes will be accepted for Special Resolutions and Election of Officers and Directors except as stated in Article V, Section 2(a), when one eligible nomination is received for a position. The incumbent is then considered elected by acclamation and no vote will take place.
- b) Ballots for Special Resolutions and Election mail-in votes will be mailed to all members 45 days prior to the Annual General Meeting or Extraordinary General Meeting.
- c) The ballots will be returned to the Federation/Provincial Office, via mail, ten (10) days prior to the Annual General Meeting.
- d) An independent third party with no vested interest in the results will scrutinize the counting of ballots for Special Resolutions and elections.

ARTICLE V: BOARD OF DIRECTORS

Section 1. The Board of Directors of the Federation shall be:

- President
- Vice-President
- Secretary
- Treasurer
- Regional Delegates

Section 2. Officers

- a) The Officers of the Federation shall be a President, Vice-President, Secretary, and Treasurer. Candidates for these officer positions shall be selected by the Nominating Committee from a pool of foster parents and associate members. They will be chosen for their knowledge and expertise in relation to these positions. The Officer Candidates will be elected by the membership at the Annual General Meeting. They will be elected through a combination of mail-in votes and the votes of those attending the Annual General Meeting. When only one nomination for a position is received and if the incumbent meets all eligibility criteria, the incumbent will be considered elected by acclamation and no vote will take place.

The Regional Delegates shall be elected or appointed within their regions and will represent the foster parents of those regions at the provincial table. Associate Members, selected to hold positions on the Federation Board of Directors, shall have full voting privileges during their term of office.

- b) Any employee of the Federation, and the Provincial Ministry Liaison, may be Associate Members of the Federation but shall not hold office nor be entitled to vote.
- c) Only the Board of Directors of the Federation shall be empowered to set policy for the Federation.
- d) Staff will enter into negotiations with the Ministry or any other organization only as directed by the Board of Directors.

Section 3. Appointment and Removal of Directors

- a) Appointment shall be by ratification at each Annual General Meeting.
 - i. The President and Secretary shall be elected for a two (2) year term beginning at the Annual General Meeting, in even numbered years.
 - ii. The Vice President and Treasurer shall be elected for a two (2) year term beginning at the Annual General Meeting, in the odd numbered years.
 - iii. Any candidate for a position on the Executive Committee other than President, must have held a BCFFPA membership in good standing for at least three years immediately previous to running, and must have served for at least one year in the previous three years on a local, area, regional, or macro regional council, or on the BCFFPA Board of Directors.
 - iv. Any candidate for the position of President must have served on the BCFFPA Board of Directors for at least two years previously.
- b) No elected officer shall hold the same office for more than two (2) consecutive terms. The term of office shall begin upon the adjournment of the Annual General Meeting.
- c) In the event of any member of the Board of Directors failing to attend two (2) Board meetings without being excused by the Executive Committee, then the Board shall have the option to declare a vacancy on the Board and may appoint a member to fill this vacancy. The Board of Directors shall have the further responsibility of appointing another member to fill any vacancy occurring on the Board for any other reason during its term of office.
- d) A Director may be removed from office by Special Resolution of the Members and a new Director may be selected to serve for the balance of the term.
- e) Any Board Director whose behaviour is in contravention of the Federation's Code of Ethics or Harassment Policy will, upon receiving two (2) written warnings and a written notice of unanimous vote by the remaining Board Directors requiring the Director in contravention's resignation, resign his or her position on the Board.

Any person who has commenced legal, or any other proceedings against the Federation, or is otherwise a party adverse in interest in any legal or any other proceedings involving the Federation shall until such proceedings are fully resolved, be disqualified from becoming or acting as a Director or officer of the Federation.

Section 4. Duties of the Officers shall be:

- a) The President shall preside at all meetings of the Federation, and shall be responsible for the general management and supervision of the affairs and operations of all committees. The President shall be an ex-officio member of all committees, except the Nominating Committee. The President shall fulfil the duties as printed in the Directors' Orientation Manual.
- b) The Vice-President shall assist the President in the performance of his/her duties and shall, by appointment, assume all responsibilities of the President in the latter's absence. The Vice-President shall fulfil the duties as printed in the *Directors' Orientation Manual*
- c) The Secretary shall keep the minutes of all meetings of the Directors. The Secretary shall have available at all Federation meetings a list of any current standing or special committees and their members. The Secretary shall maintain record books in which the By-laws, Policy and Procedures Manual and Minutes are entered, with any amendments to these documents properly recorded, and to have current record books on hand at every Board Meeting. The Secretary shall fulfil the duties as printed in the *Directors' Orientation Manual*.
- d) The Treasurer shall be responsible in all matters pertaining to the funds of the Federation. The Treasurer shall be required to present a concise financial report at each Board Meeting and an audited report at the Annual General Meeting. The Treasurer shall fulfil the duties as printed in the *Directors' Orientation Manual*.

Section 5. Duties of the Board of Directors

- a) The Directors shall interpret and enforce the provisions of the Bylaws of the Federation.
- b) The Directors shall maintain full responsibility for all funds, securities and expenditures of the Federation.
- c) The Directors shall function as listed in the *Directors' Orientation Manual* and other areas of these Bylaws.

Section 6. Procedures and Quorum for a Meeting of the Board of Directors

- a) A quorum for a meeting of the Board of Directors of the Federation shall be a minimum of five (5) members, which shall include either the President or Vice President.
- b) The Board of Directors and/or a Committee may transact its business by teleconference calls, videoconferencing or other electronic means, provided:
 - i. that all of its members have been notified
 - ii. and provided that a quorum of its members shall participate in its proceedings
 - iii. and provided that all participants can hear each other

ARTICLE VI: COMMITTEES

Section 1. Committees

a) Executive Committee

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and shall also include the senior staff member as a non-voting member.

The Executive Committee shall be authorized to manage the affairs of the Federation between Board Meetings, subject to these Bylaws and to any directions given by the Board.

The Executive Committee shall report to the Board on the activities, decisions and actions it has taken between Board Meetings.

b) The Nominating Committee

The Board of Directors shall appoint a Nominating Committee consisting of one member from each of the regions. The Chair of the committee shall be appointed by the committee members.

c) Other Committees

The Board of Directors may appoint special or ad hoc committees, as the Federation shall from time to time deem necessary to carry on the work of the Federation. The President shall be Ex- officio a member of all committees except the Nominating Committee

d) The quorum of a committee shall be a majority of its members.

ARTICLE VII: EXERCISE OF BORROWING POWERS

For the purpose of carrying out the business of the Federation, the Federation may borrow, raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but none of these powers shall be exercised except in accordance with the provisions of the Bylaws of the Federation, and debentures shall not be issued without the sanction of a Special Resolution of the Federation.

ARTICLE VIII: AUDIT OF ACCOUNTS

The Directors shall present before the members at the Annual General Meeting a financial statement showing receipts and disbursements for the general fund and/or any other fund that the BC Federation of Foster Parent Associations is holding under their control for the preceding fiscal year. The financial statement will be subject to review by audit and accordingly will contain a report to the members signed by an auditor appointed by the Federation.

ARTICLE IX: SEAL

The Federation shall have a common seal, which shall be kept in the Federation Office to be affixed only in the presence of the President or Vice-President, after a resolution of the Directors authorizing the use of the seal.

ARTICLE X: MINUTES AND OTHER BOOKS AND RECORDS

Minutes of the proceedings of all meetings of the Federation and all other books and records pertaining to the Federation shall be maintained in the custody of the Federation Office. The books and records (excluding in-camera minutes) of the Federation may be inspected at the Federation Office upon request by any member of the Board of Directors, Foster Home Member in Good Standing, or Honorary Life Member. Any request to review records relating to individuals must be approved by the Executive Committee.

ARTICLE XI: INDEMNIFICATION

Subject to the provisions of the Society Act (BC), in consideration for a person acting as a Director of the BC Federation of Foster Parent Associations, such Director, their heirs and personal representatives are indemnified against all costs, charges and expenses including any amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by them in a civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director, including any action brought by the BC Federation of Foster Parent Associations if:

1. the Director acted honestly and in good faith with a view to the best interests of the BC Federation of Foster Parent Associations; and
2. in the case of a criminal or administrative action or proceeding, the Director had reasonable grounds for believing their conduct was lawful.

ARTICLE XII: AMENDMENT OF BYLAWS

1. These bylaws may be amended by Special Resolution.
2. Notice of intention to propose a resolution as a Special Resolution shall be circulated to all members at least forty-five (45) days prior to the said meeting.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

The parliamentary authority shall be Roberts Rules of Order, Newly Revised and shall apply on all questions of procedure and parliamentary law not specified in these Bylaws or Directors' Policy and Procedures Manual or any special rule of order the Federation may adopt at the Annual General Meeting for its own conduct.