



### WHAT EVERY CHAPTER NEEDS TO KNOW ABOUT THE CPF BC & YUKON BRANCH BYLAWS

*(These rules apply to you if your Chapter has not adopted its own modified bylaws.)*

- What is the purpose of CPF?
- Where does a Chapter fit in the Governance Structure of CPF?
- What is a Chapter?
- Who is (or is not) a Voting Member?
- What are Chapter Annual and Extraordinary General Meetings?
- How are Notices of General Meetings supposed to be sent?
- What is a Quorum for General Meetings?
- How many Directors must be on a Chapter Board of Directors?
- How long can a Director be on a Chapter Board of Directors?
- What do Chapter Directors do?
- When and how does the Chapter Board of Directors need to meet?

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#### What is the purpose of CPF?

- ✓ The Letters Patent cannot be altered and state that CPF's purpose is: "To promote and support opportunities for young Canadians to learn and use the French language."

#### Where does a Chapter fit in the Governance Structure of CPF?

- ✓ A National level of the organization with a head office in Ottawa ("CPF National")
- ✓ A Provincial/Territorial (Branch) level across Canada ("CPF BC & Yukon Branch")
- ✓ Chapters for each local jurisdiction within the Branches
- ✓ Boards of Directors for each level (National, Branch & Chapters)
- ✓ Annual and Extraordinary General Meetings of each level (National, Branch & Chapters)
- ✓ Voting and non-voting members
- ✓ Branch Delegates to the National AGMs and EGMs

#### Who is (or is not) a Voting Member?

- ✓ A maximum of two adults of a member household shall be deemed voting members, as designated on the membership form.

- ✓ Voting members who receive remuneration from CPF for other than reasonable out of pocket expenses shall not have the right to vote at any level of the organization during their term of employment or during the period of any service contract they hold with CPF.
- ✓ A national, provincial, local organization or group may become an Associate Member Organization (AMO). The AMO is entitled to newsletters and other designated reports or mailing sent to the group's headquarters **BUT** an AMO has no voting privileges and cannot hold office at any level of CPF.

#### ❑ What is a Chapter?

- ✓ "Chapter" means all members of CPF residing in or affiliated with a local jurisdiction and administered in accordance with the bylaws of the CPF BC & Yukon Branch.
- ✓ A Chapter must have a minimum of ten (10) voting members in their local jurisdiction.
- ✓ Each Chapter is governed by a Chapter board of directors.
- ✓ Only voting members may become directors or Delegates at any level of CPF.
- ✓ The CPF BC & Yukon Branch is responsible for establishing procedures for the approval, monitoring and dissolution of Chapters.

#### ❑ What about Chapter Annual and Extraordinary General Meetings?

- ✓ AGMs must be held at least once in every calendar year and not more than 15 months after the adjournment of the previous AGM.
- ✓ At an Annual General Meeting (AGM), the members:
  - Receive the report of the directors to the members (Chapter activities)
  - Receive financial statement(s)
  - Elect members of the Chapter board of directors as necessary to fill vacancies
  - Consider any other business brought before it by the Chapter board of directors or Chapter voting members.
- ✓ EGMs may be called at any time by the Chapter board of directors or at the request of at least ten percent (10%) or six (6) of the Chapter voting members, whichever is greater.

#### ❑ How are Notices of General Meetings sent?

- ✓ Written notice shall be sent to all Chapter members by regular mail to the member's registered address.
- ✓ Written notice shall be sent at least fourteen (14) days prior to the general meeting.

- ✓ Notice of a general meeting shall specify the place, day and hour of the meeting and any special business.
- ✓ The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate meeting proceedings.

#### ❑ What is a Quorum for General Meetings?

- ✓ There is in-person voting at general meetings only: no proxy voting is permitted.
- ✓ Each Chapter voting member (maximum two per member household) has one vote.
- ✓ A quorum is ten percent (10%) of the Chapter voting members, **OR** six (6) Chapter voting members to a maximum of twenty (20) Chapter voting members.

#### ❑ How many Directors must be on a Chapter Board of Directors?

- ✓ The Chapter board of directors must have a minimum of three (3) Chapter voting members elected at the Chapter AGM:
  - president,
  - vice-president, and
  - one additional member.

#### ❑ How long can a Director be on a Chapter Board of Directors?

- ✓ The term of a Chapter director is normally two (2) years, from the end of the Chapter AGM at which the Chapter director was elected, to the end of the Chapter AGM at which his successor is elected.
- ✓ A Chapter director may be re-elected to additional terms up to a maximum of six (6) years, **EXCEPT** Chapter presidents and vice-presidents, who are normally limited to one (1) term in each office.
- ✓ A member may be re-elected to any Chapter director's position after a lapse of two (2) years following the last term during which the member served, **EXCEPT** the Chapter president who may normally occupy that position only one time.
- ✓ A Chapter director may resign at any time by giving written notice to the Chapter president.
- ✓ An individual shall cease to be a Chapter director if the director is no longer a voting member (if membership has expired).
- ✓ Vacancies may be filled by the Chapter board of directors.



### What do Chapter Directors do?

- ✓ Chapter directors:
  - uphold the mission of CPF and carry out the objectives of CPF
  - oversee the activities of the Chapter
  - set and monitor the policies, finances and internal controls of the Chapter
  - monitor performance of the Chapter to ensure compliance with governing policy
  - serve as a link between CPF, its members and the public.
- ✓ Chapter directors act:
  - with diligence and skill
  - honestly
  - in good faith
  - with a view to the best interests of CPF as a whole.
- ✓ Chapter directors owe a duty to
  - the Chapter
  - CPF as a whole
  - directors, members and staff
  - clients, funders and creditors
  - the government
  - the public.

### When and how does the Chapter Board of Directors meet?

- ✓ The Chapter board of directors shall meet at least three (3) times a year; one of these meetings shall be held in conjunction with the Chapter AGM.
- ✓ A majority of Chapter directors constitutes a quorum.
- ✓ If all Chapter directors agree, meetings may be conducted by means of telephone or other communication facilities that permit all persons to hear each other.
- ✓ Notice of a meeting of the Chapter board of directors shall be delivered at least twenty-one (21) days before the day of the meeting. Notice may be waived by Chapter directors.
- ✓ Chapters shall conduct meetings at a frequency that shall satisfy their members, and the members shall be given every opportunity to be informed of the activities of CPF National, the BC & Yukon Branch, and the Chapter.