

NOTICE OF ANNUAL GENERAL MEETING

September 12, 2018 at Noon (12:00pm)

Vernon Golf & Country Club

800 Kalamalka Lake Rd, Vernon, BC

- 1 Call to Order**
- 2 Chairman's Remarks**
- 3 Appointment of Recording Secretary**
- 4 Present Proof of Notice of Meeting**
- 5 Approve Minutes of September 13, 2017 Annual General Meeting**
(Attachment 1)
- 6 Consideration of Financial Statements & Budget Presentation**
(Attachment 2)
- 7 Consideration of Executive Reports**
(Attachment 3)
- 8 Other Business**
 - 8.1 Bylaw Amendments**

Be it resolved by Special Resolution that the Vernon Women in Business bylaws be repealed and replaced with the following bylaws:

(Attachment 4 – Note: Changes are highlighted in grey for information only; if approved, the filed bylaws will not include the highlights)
- 9 Election of Executive**
(Bios of Nominees - Attachment 5)
- 10 Termination**



Vernon Women in Business
Annual General Meeting Minutes
September 13, 2017
Prestige Inn, Vernon, BC

1. Call to Order

Sue Beaudry, Past President, took the chair for this AGM, as the President, Galina Labun, could not be present.

The Chair was advised that 17 voting members were present, constituting a quorum.

The meeting was called to order at 12:22pm.

2. Chairman's Remarks

The Chair welcomed the members and read opening remarks of the President.

2. Appointment of Recording Secretary

The Chair asked Britt Stewart to act as Recording Secretary for the meeting and to record the number of members present in person.

Motion that Britt Stewart be appointed Recording Secretary for the 2017 Annual General Meeting. Moved, seconded. Carried with a clear majority in favour.

3. Present Proof of Notice of Meeting

The Notice of Meeting was forwarded to the Society members on August 25, 2017 in accordance with the provisions of the Society Act and the Society Bylaws.

4. Approve Minutes of September 14, 2016 Annual General Meeting

Motion that to approve the minutes of the September 14, 2016 Annual General Meeting as distributed with the Notice of Meeting. Moved, seconded. Carried with a clear majority in favour.

5. Consideration of Financial Statements & Budget Presentation

Dee Danallanko presented the financial statements for the year ending June 30, 2017.

Motion that the financial statements for the year ending June 30, 2017 be accepted as presented. Moved, seconded. Carried with a clear majority in favour.

The budget and membership dues for the 2017/2018 fiscal year had been approved by the Executive in accordance with the Society's bylaws at their August 22, 2017 Executive Meeting. There was no change in membership dues for this year.

6. Consideration of Executive Reports

The reports were provided with the Notice of Meeting.

Motion that the Annual Reports of the Executive be adopted as distributed with the Notice of Meeting. Moved, seconded. Carried with a clear majority in favour.

7. Other Business – Jan White Award

The Past President gave a presentation about the history of the Jan White Award, its past winners and the many contributions for this year's winner.

The Past President presented the 2017 Jan White Award to Julie Knoblauch.

Vernon Women in Business
Annual General Meeting Minutes
September 13, 2017

8. Election of Executive

Melody Martin volunteered to stand for President. There were no nominations from the floor. There not being any further nominations, the Chair declared Melody Martin President by acclamation.

Rachelle Moulton volunteered to stand for Vice-President. There were no nominations from the floor. There not being any further nominations, the Chair declared Rachelle Moulton Vice-President by acclamation.

Britt Stewart volunteered to stand for Secretary. There were no nominations from the floor. There not being any further nominations, the Chair declared Britt Stewart Secretary by acclamation.

Dee Danallanko volunteered to stand for Treasurer. There were no nominations from the floor. There not being any further nominations, the Chair declared Dee Danallanko Treasurer by acclamation.

The following volunteered as Directors at Large and would be appointed by the elected Executive:

Past President – Galina Labun
Communications – Johanna Burko
Education – Christina Vinters
Membership – Elanda Kowalchuk
Webmaster – Lacy Donald

9. Termination of Meeting

Motion to terminate the meeting. Moved, seconded. Carried with a clear majority in favour.

The meeting was terminated at 12:41pm.

Statement of Financial Position (Unaudited)

Vernon Women in Business Society
As at 30 June 2018

	30 JUN 2018	30 JUN 2017
Assets		
PayPal	2,687.80	82.23
Current Assets		
Clearing	-	20.00
Petty Cash	100.00	191.05
Vantage One Chequing 802702	5,205.32	10,875.52
Vantage One Equity shares	27.93	27.93
Vantage One Membership Equity	7.20	7.20
Account Receivable	(170.00)	1,000.00
Prepaid Expenses	1,575.00	-
Undeposited Funds	-	(2,111.08)
Total Current Assets	6,745.45	10,010.62
Total Assets	9,433.25	10,092.85
Liabilities		
Non-current Liabilities		
Deferred Revenue	-	85.00
Total Non-current Liabilities	-	85.00
Total Liabilities	-	85.00
Net Assets	9,433.25	10,007.85
Equity		
Current Year Earnings	(574.60)	1,586.52
Members' Equity	10,007.85	8,421.33
Total Equity	9,433.25	10,007.85

Statement of Operations (Unaudited)

Vernon Women in Business Society
 For the year ended 30 June 2018

	2018	2017
Revenues		
Membership Dues	4,400.00	7,175.00
Member Lunch Meeting Dues	4,086.00	6,046.00
Non-Member Lunch Meeting Dues	2,112.00	2,563.00
Punch Cards	270.00	720.00
Twoonie Talk	-	36.00
WOY - Ticket Sales	-	7,185.61
WOY - Sponsorships	-	2,325.00
WOY - Donations	-	100.00
Leadership Conference - Ticket Sales	6,442.05	12,864.40
Leadership Conference - Vendor Tables	1,000.00	-
Leadership Conference - Sponsorships	1,098.00	-
Special Events - Ticket Sales	1,640.00	-
Christmas Market Lunch	1,918.00	-
Christmas Market - Vendor Table	610.00	-
E-Blast Sales	-	70.00
Miscellaneous Revenue	100.00	2.30
Total Revenues	23,676.05	39,087.31
Events		
Meal/Lunch Cost (Caterer)	8,177.35	9,386.81
WOY Event Costs	46.94	10,952.67
Leadership Conference Costs	7,506.20	11,563.24
Special Events Costs	1,796.66	141.52
Jan White Award	198.72	-
Speaker Apprec, Gifts, Flowers etc.	78.40	5.00
Total Events	17,804.27	32,049.24
Net Margin	5,871.78	7,038.07
Operating Expenses		
Advertising and Promotion	463.76	805.61
Bank Fees	73.16	31.74
Licences, Fees and Dues	40.00	-
Meeting Expenses	87.76	176.98
Office and Bookkeeping	88.26	605.76
Paypal-Square Charges	588.39	336.90
Postage and Post Office Box	8.95	200.95
Website Development & Software	5,068.10	3,293.61
Cash Short/Over	10.00	-
Bad Debt	18.00	-
Total Operating Expenses	6,446.38	5,451.55
Net	(574.60)	1,586.52



Budget 2018/2019

	2017/2018		2018/2019	
	Budget	Actual	Budget	Actual
REVENUES				
Membership Dues	7,310.00	\$ 4,400.00	5,300.00	\$ -
Member Lunch	6,000.00	4,086.00	4,800.00	-
Non-Member Lunch	2,500.00	2,112.00	2,000.00	-
Punch Cards Sold	750.00	270.00	-	-
Twoonie Talk	-	-	-	-
WOY - Ticket Sales	9,500.00	-	7,000.00	-
WOY - Sponsorships	-	-	2,300.00	-
WOY - Donations	-	-	-	-
Leadership Conference - Ticket Sales	10,000.00	6,442.05	7,000.00	-
Leadership Conference - Vendor Tables	1,000.00	1,000.00	1,000.00	-
Leadership Conference - Sponsorships	1,000.00	1,098.00	1,000.00	-
Special Events - Ticket Sales	1,000.00	1,640.00	1,000.00	-
Christmas Market - Lunch	-	1,918.00	2,000.00	-
Christmas Market - Vendor Tables	-	610.00	500.00	-
E-Blast	50.00	-	50.00	-
Miscellaneous	-	100.00	-	-
	39,110.00	23,676.05	33,950.00	-
EVENTS				
Meal/Lunch Cost (Caterer)	10,000.00	8,177.35	8,800.00	-
WOY Event Costs	10,500.00	46.94	9,300.00	-
Leadership Conference Costs	10,000.00	7,506.20	9,000.00	-
Special Events Costs	1,200.00	1,796.66	1,000.00	-
Jan White Award	100.00	198.72	100.00	-
Speaker Apprec, Gifts, Flowers etc.	250.00	78.40	250.00	-
	32,050.00	17,804.27	28,450.00	-
OPERATING EXPENSES				
Advertising and Promotion	500.00	463.76	550.00	-
Bank Charges	35.00	73.16	-	-
Licences, Fees and Dues	-	40.00	40.00	-
Meeting Expenses	250.00	87.76	200.00	-
Office and Bookkeeping	350.00	88.26	485.00	-
Paypal-Square Charges	500.00	588.39	1,000.00	-
Postage/Post Box	200.00	8.95	225.00	-
Website Development & Software	5,225.00	5,068.10	3,000.00	-
Cash Short/Over	-	10.00	-	-
Bad Debt	-	18.00	-	-
	7,060.00	6,446.38	5,500.00	-
NET INCOME (LOSS)	-	(574.60)	-	-

President's Annual Report for 2017-2018
Submitted by Melody Martin – President, Vernon Women in Business

My theme this year as President was “Beyond the Business Card”. We are a networking group. Our idea is to move past traditional marketing which involves pressing information on the other person. Instead, we want to build genuine business relationships that will lead to successful marketing.

In this small community we can visit one another’s businesses and help each other by “shopping local”. When we reach out, good things happen. Sometimes you have to give in order to receive. We can be a listening ear and refer someone. Check the Vernon Women in Business website first, and try to use businesses that you learned about through our group. Give a recommendation online or use a group member for a business purchase. Be the miracle for someone else, and you might find yourself receiving benefit when you least expected it.

Women have so much to offer and there is power in diversity. Some of the best friendships have been made through our group. If we as women lift one another up, our goal of being an effective networking group in Vernon will be realized.

Some highlights of our “Beyond the Business Card” approach this year include:

- Our monthly networking Luncheons on the 2nd Wednesday of each month have a great spirit in the room. Many have commented on how safe and comfortable it feels. Most of our members have joined us within the past year or two, making our group energetic, fun-loving and positive;
- Networking-only Luncheons without a speaker give everyone a chance to tell the whole room about their business (and connect with like-minded people afterwards);
- Monthly Meet-Ups at local businesses were initiated in 2018, alternating between 7:30 am and 5 pm, so that women can network in a casual, no-cost, drop-in setting;
- Social activities are more relaxed. While still hosting some big events, namely our educational Women’s Conference in October which reaches out to the larger Vernon community, and our popular Christmas Market with vendors in December, we voted to defer larger galas to focus our resources on smaller settings. We held six Meet-Ups in six months, and held a fun Summer Solstice Party with appetizers at Okanagan Spirits in June;
- Importantly our Webmaster made major revisions to our Website this year. Now we sell tickets online to every event! Improvements to both the Website and social media have also enabled us to keep members better informed of all that is going on.

If I could change just one thing for next year, I would wish for **more volunteers**. Each event requires organizers to Chair and to sit on the Committees. Going forward I would love to see more Members take on leadership opportunities so that we can do more, and so that fresh new ideas can be realized.

I am very grateful for our hard-working group of Executive volunteers who made this year’s events happen. Our occupational diversity is a reflection of Vernon Women in Business’s wide appeal:

Melody, President, lawyer
Rachelle, Vice President, realtor
Dee, Treasurer, professional accountant
Britt, Secretary, strata property manager
Lacy, Webmaster, car salesperson

Elanda, Membership Director, investment advisor and financial planner
Johanna, Communications Director, health products salesperson, replaced later in the year
by Megan, marketing and internet business owner
Christina, Education Director, family mediator

Vice President's Report
Submitted by Rachelle Moulton

I served on the Board 2017/18 year as the Vice President and Chair of the VWIB Leadership Conference. My role is to shadow the current President so I can assume this role in the 2018/19 year as well as support the President when or if she is unable to attend any Board meetings or Luncheons. We have been in a transition period with the membership of our society and I feel this past year has generated excellent ideas and changes to our luncheons to promote inclusion, great energy and new members. We have found over the last year a small decrease in our membership but is slowly being replaced with fresh and new faces that have not experienced our society before. My passion this year on the Board was to assist in coming up with ideas to freshen up how we run our luncheons and how we can have an environment to create additional ways for women to promote their business.

The Leadership Conference was extremely well organized. The Vernon Golf and Country Club went above and beyond to accommodate all of our requests and the food and flow of the day was executed well. Even though our day was full of talented speakers in their fields, we were unable to sell the number of tickets we wished to sell. Overall, this event was a great success and with so many take aways for all of our businesses. I feel all those that sat on the Board with me this year put in so many hours and subcommittee meetings to ensure our society is the best it can be. I am looking forward to what next brings with my transition to President and following in the footsteps of an amazing business woman, Melody Martin.

Treasurer's Report for 2017/2018
Submitted by Dee Danallanko

This was my first year as a member of VWIB and I served as your Treasurer, the first new one in several years. The role of Treasurer is traditionally hard to fill and I hoped to ease this pain by making a few key changes. We've had a tumultuous but successful year and I'm happy to say that we've managed to implement several improvements.

- In July, the bookkeeping was migrated to Xero, which is an online accounting platform that allows access from any web browser, does not require any software to be installed, does not require backups, is always up-to-date, allows any number of users to be invited, and will facilitate fast and easy transition to a new Treasurer as required.
- Elanda, our Membership Coordinator, was given access to Xero so that we could maintain membership information in one place.
- In September, we began providing lunch attendance numbers after the fact to Lisa Grant at Prestige, in anticipation of eventually providing them 48 hours in advance.
- In October, PayPal was successfully integrated with our website thanks to Lacy, our Webmaster. PayPal was also integrated with Xero so that the transactions automatically appear in Xero, ready to be recorded.

- In November, several e-blasts encouraged members and guests to register for the Christmas luncheon online, and the majority did register in advance.
- In January, the monthly e-blast was modified to include a link to register online. We began tracking how many attendees registered in advance.
- In March, we started to provide Prestige with registration numbers in advance. Given the results we had in May, I believe we are now ready to implement two-tier pricing, whereby those who pay at the door will be charged a small premium.

Month	In Advance
January	61%
February	64%
March	70%
April	74%
May	97%

Thank you to my fellow members for your support this year in implementing these new and frightening changes. I appreciate your willingness to embrace technology and the inevitable confusion that results for a short time. Our growing pains are past and next year will be fantastic!

Summary 2017/18 – Membership Coordinator Report
Submitted by Elanda Kowalchuk

Our individual membership numbers were down this year from last year and a committee was formed to address the lower numbers and decide on an initiative to attract members. We had 49 individual members including the executive and honorary memberships, and 11 corporate memberships. A review shows more new members joining VWIB than returning members, as the organization focuses on attracting younger women with new and innovative ideas.

The VWIB website provides online membership and for next year's membership all members will be asked to join online. This will ensure the member is provided information at that time to add their profile eliminating wait times for back and forth emails explaining the process with myself, the Membership executive. Except for a few members who have had issues the process has been working well.

An informal poll was taken at a luncheon and the decision to continue meetups was decided, with modifications. Meetups are now organized once a month and advertised well in advance so members and non-members can make plans to attend. The decision to host meetups at businesses of VWIB members was a success and we already have members who have asked to host for next year. We have had many non-members attend and our goal is to have them join VWIB for more networking opportunities. We had as many as 25 women attend, and even the last meetup of the year with only 11 women attending was more than usually showed up in previous years.

The last event of the year, the Summer Solstice Celebration had 29 participants and was a lovely evening. The venue was perfect and the caterer, Basket Case, had plenty of delicious food. We received positive feedback regarding the venue, food and musicians. There were draws for gift baskets which is always a highlight and valuable connections were made. The suggestion for next year is to focus on the final event of the year, and not have a final meetup, or perhaps integrate the two some way.

2017/2018 Education Report
Submitted by Christina Vinters

We've had a range of dynamic and interesting speakers this year.

One of the challenges that I've experienced has been that some speakers do not follow through on the topic set out in their application form. The topic is usually substantially similar but I have found that although prospective speakers include a key take-away/benefit for our members in their application, this component sometimes seems like an after-thought or even forgotten in their actual presentation. I would suggest that the new Chair place a greater focus in her communication with prospective speakers to ensure that they understand they are signing up to give, to share some information/story/etc. that will have a concrete and specific benefit to the VWIB community.

I also suggest that the Board discuss whether the Education Chair should seek speakers from far and wide based on the topics they can share, or limit to within the Vernon community, or limit to within VWIB membership. I personally believe that our membership would get the most benefit from us presenting the best possible speakers, regardless of their home base or affiliation with VWIB. There seems to have been some discussion about many of the speakers this year not having been VWIB members. I think it will be important to our membership numbers to continue to present topics of value and not use the speaker spot as an infomercial for the speaker's product/service.

Annual Report – Communications Director
Submitted by Megan Jordan

The position of Communications Director is new to me, as I took it over partway through the year. Johanna Burko served on the executive Board of VWIB for 5 years, and held this position before I took it on. Johanna is an extremely selfless woman who forfeited the Communications Director position as she was unable to finish the year on the Board because she is donating a kidney to a dear friend.

When I saw the posting for Communications Director on Facebook, I thought wow, that sounds like an amazing opportunity so I reached out to Johanna and we met for Coffee. Johanna and I clicked immediately, we spoke of VWIB and the idea of bringing new life to the role and hopefully attracting a younger demographic to our wonderful group. I was so excited by the opportunity to join VWIB, meet amazing business women in our community, and create a strong network of support. Of course becoming a board member, sooner than planned, was just the icing on the cake.

When it came to taking over the Communication position partway through the year, I was honored to be asked to fill Johanna's shoes but anxious to try and stack up to this great woman. Since starting out in March I have increased posting frequency, and tried to keep a fresh and fun tone with all Social Media posts. Running my own Digital Marketing company has given me some fabulous tools to utilize, and has helped me increase the overall amount of followers VWIB has and allowed me to create and maintain a good reach on all posts on both Facebook and Instagram. I created the VWIB Instagram account in March which has accumulated nearly 300 followers already, and is growing daily.

I have strived to enact a clear social media strategy to target women in the community and encourage new members to either drop into our events and luncheons, and/or to ultimately join VWIB. I think the approach to networking "beyond the business card" has been easy to convey on

Social Media and has been a draw for women looking for the same things I was; camaraderie, friendship, mentorship, and of course positive relationships.

Over the coming year I hope this role will continue to have a positive impact on VWIB by attracting new members, and continuing to expand VWIB's reach within the community. I am extremely thankful to have served on the Board, and will cherish the opportunity and fantastic women I have met along the way, always.

Webmasters Annual Report for 2017-2018
Submitted by Lacy Donald

This year, the focus of the webmaster was to implement online payments and have the website become more functional/accessible.

The main goals achieved were:

- Creating a ticketing function for online payments and luncheon registrations through timely
- Create fillable forms for vendor registrations and speaker applications
- Re boot the website on a new hosting platform capable of handling all of the updates
- filter through many of the outdated pages and posts
- Continuously update photos and information
- Create a more "user friendly" and intuitive feel for both
- Implement a "to do list" to keep requests in a main place
- Re vamping the events calendar and tab to make events aside from luncheons more visible and highlighted on the website

Some of the things which still require attention are:

- Membership page needs to be further updated
- There are still some issues to resolve in regards to ease of access for members
- Continued member education in regards to use of the website and registration
- Continuous calendar and event updates
- filter through many of the outdated pages and posts
- Continuously update photos and information
- Create a more "user friendly" and intuitive feel for both
- there are still some outdated pages on the back end which need to have colour schemes updated
- issues with zoho email need to be ironed out
- linking website calendar with facebook events
- update to do list and cross as many items off as possible prior to september AGM

Bylaws of Vernon Women in Business (the "Society")

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Board" means the directors and officers of the Society;

"Bylaws" means these Bylaws as altered from time to time;

"Directors" means the Officers and any other appointed or elected Board members;

"Officers" means the President, Vice-President, Secretary and Treasurer;

"Ordinary Resolution" means

- (a) a resolution passed at a general meeting by a simple majority of the votes cast by the voting members;
- (b) a resolution consented to in writing, after being sent to all of the voting members, by at least 2/3 of the voting members.

"Special Resolution" means

- (a) a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members;
- (b) a resolution consented to in writing by all of the voting members.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

Duties of members

- 2.2** Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

- 2.3** The amount of the annual membership dues, if any, must be determined by the Board.

The directors of the Society may determine complimentary memberships.

Member not in good standing

- 2.4** A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

- 2.5** A voting member who is not in good standing
- (a) may not vote at a general meeting, and
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

- 2.6** A person's membership in the Society is terminated if the person is not in good standing for 4 consecutive months.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time, place, and notice of general meeting

- 3.1** A general meeting must be held at the time and place the Board determines.
- 3.1.1** Written notice of the date, time and location of a general meeting must be sent to every member of the society at least 14 days before the meeting, but not more than 60 days before the meeting.
- 3.1.2** The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.

Ordinary business at general meeting

- 3.2** At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;

- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is 10% of the voting members.

3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

(a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

(b) in any other case, if a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

Voters attending a general meeting count towards quorum, whether or not those voters remain present throughout the meeting after quorum is calculated. Quorum need not be recalculated if voters leave the meeting before the meeting is terminated or adjourned, and any such voters departing the meeting shall be considered present for the purpose of determining quorum, and shall be treated as abstaining from voting.

Adjournments by chair

3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,

- (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

3.13 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

In the case of a tie vote, the chair does not have a second or casting vote.

Announcement of result

3.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 5 and no more than 11 directors.

Election or appointment of officers

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of officers must elect or appoint the officers.

Directors may fill casual vacancy on Board

4.3 If a director resigns or is unwilling or unable to act for a period of two (2) or more months, the remaining directors may appoint a replacement director for the remainder of the term.

Before replacing a director for being unable to act, the remaining directors must provide that director with fourteen (14) days written notice of their intention to do so.

The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.4 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

PART 5 – BOARD MEETINGS

Calling board meeting

5.1 A board meeting may be called by the president or by any 2 other directors.

Notice of board meeting

5.2 At least 2 days' notice of a board meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a board meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of board meetings

5.4 The directors may regulate their meetings and proceedings as they think fit.

5.4.1 All directors present at a Board meeting have one vote.

5.4.2 In the case of a tie vote, the chair does not have a second or casting vote, with exception of the voting process under item 6.2.1 of these bylaws.

Quorum of directors

5.5 The quorum for the transaction of business at a board meeting is a majority of the directors.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 Officers must be elected or appointed to the following Board positions, and an officer, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

6.1.1 At every annual general meeting, the previous year's vice-president is appointed to the president position for the current year. Should the previous year's vice-president forfeit the appointment due to unforeseen or extenuating circumstances, the members will elect a president. To clarify, the member elected to vice-president agrees to the two-year commitment and understands that they will be appointed to the president's position the following year.

6.1.2 Members interested in becoming an officer must put their name forward to the Board prior the society's year-end to stand for election for the following year. The society's Policy Manual details the procedure and exceptions.

Directors

6.2 Directors who are appointed to positions on the Board by the officers in addition to the positions described in these Bylaws are appointed as directors at large. Defined positions of the directors are as follows, but not limited to these positions:

- (a) membership;
- (b) education;
- (c) communication;
- (d) webmaster.

- 6.2.1** The directors are appointed by the officers by majority vote, with the chair having a second or casting vote, prior to the society's year-end the appointments are effective as of the annual general meeting. This process will provide for proper transition and continuity.
- 6.2.2** The past president must be available for advice and training to the new incoming president if and when required. The past president is not a director's position.
- 6.2.3** Members interested in becoming a director must put their name forward to the Board. The society's Policy Manual details the procedure.
- 6.2.4** Committee chairs are not directors, unless elected or appointed separately as a director at large, and only attend board meetings upon invitation of the directors. Committee chairs do not vote at Board meetings.

Role of president

- 6.3** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

- 6.4** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

- 6.5** The secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) issuing notices of general meetings and board meetings;
 - (b) taking minutes of general meetings and board meetings;
 - (c) keeping the records of the Society in accordance with the Act;
 - (d) conducting the correspondence of the Board.

Absence of secretary from meeting

- 6.6** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

- 6.7** The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) receiving and banking monies collected from the members or other sources;

- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) filing the annual report of the Society and making any other filings with the registrar under the Act.
- (d) preparing the Society's financial statements;
- (e) making the Society's filings respecting taxes.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

- 7.2** A contract or other record to be signed by the Society must be signed on behalf of the Society
- (a) by the president, together with one other director,
 - (b) if the president is unable to provide a signature, by the vice-president together with one other director,
 - (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
 - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 – DISSOLUTION OF SOCIETY

Distribution of property

8.1 Upon dissolution of the Society, all remaining assets are to be distributed to Okanagan College Foundation or their successor to use at their discretion with the purpose of advancement of education for women who are interested in Business, as deemed beneficial to the purposes of the Society.

President – Rachelle Moulton

Rachelle Moulton is a Realtor with Sage Executive Group Real Estate. In Rachelle's previous life, she worked owning two success retail stores right here in our Okanagan community. Passionate about people and their needs has made real estate a natural fit. Rachelle exudes a passion for real estate that shines through in her daily performance, whether she is working with Buyers or Sellers. She prides herself with being highly motivated and committed to meeting her clients' needs, her care to detail, the calm in what can be a very complex time and her clients knowing they are connected and come first in the real estate process.

Vice-President – Lacy Donald

Lacy Donald is proud to announce she is the ONLY Female Sales Consultant at Vernon Hyundai.

With over ten years of Management experience, Lacy brings her passion, enthusiasm and commitment to excellence into the workplace. Lacy takes pride in understanding the needs of individual clients, and clients have often noted and expressed sincere appreciation for Lacy's interest and investment in understanding and executing their vision and fulfilling their expectations.

Treasurer – Dee Danallanko

Dee Danallanko is a CPA, CA and the owner of Integral Accounting Inc. A graduate of the University of Lethbridge, Dee has 20 years of experience in public practice, as a private sector Controller, and Finance Manager in the public sector. Dee has been settled in Vernon with her family for the past decade, and is committed to the herculean task of growing her accounting firm from scratch, helping small businesses, non-profit organizations, and small municipalities succeed. Dee is especially fond of using technology to reduce the burden of data entry and instead spend the time on value-added activities, supporting her clients in all they do. Dee finds it personally rewarding when her clients are able to achieve a financial or business goal with her assistance.

Secretary – Alma Jean Inkster

Born and raised in Vernon, Alma Jean returned after having attended the University of Victoria to obtain an Education degree, to raise her own family in this beautiful valley. Alma Jean's teaching career spanned about thirty years and included being a District Elementary Counsellor for several of those. She continues to support children, parents, and individuals traversing life's challenges in her private practice. She also creates and facilitates personal growth workshops for women, as well as provides professional development workshops. Alma Jean has three grown children and lives with her partner and their pets in the beautiful Coldstream area.

Membership – Elanda Kowalchuk

Elanda joined the financial service industry in 2000 as an insurance agent and received her Certified Financial Planner (CFP) designation in 2004. She recently started a new firm with her business partner, Zakus Kowalchuk Insurance & Investments, helping families achieve their financial short term dreams and long term financial goals. Elanda completed the Certified Cashflow Specialist designation (CCS) in 2016 and her Certified Executor Advisor designation (CEA) in 2018. Elanda has spent eighteen years educating adults on insurance and investing to help ensure

they are properly set up to look after their families and themselves; helping to protect the you of tomorrow from the you of today.

Elanda has been on the Executive Board of the Vernon Women in Business as the Membership coordinator for the past two years and looks forward to continuing in the role. Vernon women in business is a wonderful organization where professional women from all areas come together to motivate each other and build a cohesive group of amazing business women. It is an honour to be part of such a group.

Education – Anita Kuipers

Anita has always had a passion for empowerment and honoring the Feminine, cultivating it in myself, and in other women who want to make a positive difference and are willing to do the inner and outer work required to make their vision a reality.

Anita works with women both individually and in groups, teaching them how to increase their personal presence, magnetism and leadership, so they can be seen, inspire change, and attract success in their work and at “home”. She is personally moved and excited when women have the courage to feel the truth of what want, allow themselves to be supported and take the right action.

Anita moved to the Okanagan Valley in 1999 from Calgary, bringing over 15 years experience as a Life Coach, group facilitator and speaker. She loves pottery and recently took up drumming and singing.

Anita is thrilled to be given an opportunity to serve VWIB. Her vision is that through our connections and learning, we continue to grow individually and as an organization so that we beautifully meet our challenges and create success in our businesses.

Communication – Megan Jordan

Megan was born and raised in Sorrento, BC in the heart of the Shuswap, but finally settled in Vernon in 2015. Megan holds a Bachelor of Arts from the University of Victoria, and holds a Certificate of Social Marketing.

As the owner/operator of ShopVernon.com, a digital marketing company that caters specifically to local independent Vernon businesses, Megan is a huge supporter of shopping locally and is passionate about supporting local businesses. When not working hard to make a positive impact in the local business community Megan can be found enjoying the outdoors and all the Okanagan has to offer.

Webmaster – Danusia Tarr

Danusia is a veteran of the radio broadcasting industry and has held positions including creative copy writer, on-air announcer, and PR manager. More recently Danusia has been immersed in digital marketing including social media, and Facebook Advertising. She has worked with several different web platforms and is eager to learning more about Wordpress websites. She is a former volunteer and PR manager with the Vernon Winter Carnival. Her proudest achievement is raising a large family.

Danusia has been impressed with the welcoming and supportive atmosphere at VWIB and would feel honoured to have the volunteer position of Webmaster for the organization.