

## How to Start a Naturalist Club and Sample Bylaws

If you, your friends and acquaintances wish to establish a naturalist club in your community, set up a public meeting. Publicize it well, listing the time, date and place. You might like to pick someone to lead or chair the meeting. Discuss everyone's ideas and needs for the community. Take down the contact information for all those interested. If there is a general consensus on moving forward, choose a steering committee to undertake plans for an inaugural meeting.

### Steering Committees

- Choose a suitable location for club meetings.
- Prepare a slate of directors and officers for the club and hold an election at the inaugural meeting
- Choose a speaker that will attract people to the meeting
- find out from local banks the requirements for a club bank account and signing officers.

### Tasks for the new Board

- apply for membership in BC Nature
- establish dues sufficient to run the club and participate in BC Nature. The amount needed for BC Nature Membership, single or family, is \$16 including liability insurance. Clubs pay their total membership to BC Nature with one cheque on Jan 1.
- present to the membership a constitution and bylaws for the governance of the organization.

### What are the Benefits of BC Nature Membership?

- Adding your support to the BC Nature mission; “Know Nature and to keep it Worth Knowing”.
- The chance to share and participate in activities with like-minded people who love nature and who actively support conservation initiatives. The privilege to be part of a network of BC Naturalists ..
- The opportunity to participate in all activities of BC Nature: Spring and Fall General meetings conferences, camps, interpretive walks and access to the wealth of nature knowledge in BC Nature.
- The opportunity to serve as a director or fill other executive positions within BC Nature.
- The right to vote at the Annual General meeting.
- A subscription to the excellent BC Nature Magazine.

- Coverage under the Public Liability insurance policy of BC Nature for directors and members . This is especially applicable to field trips, work parties and other outdoor activities.
- The right to be made welcome at all BC Nature Clubs along with the opportunity to participate in their activities.

Preparing a Constitution and Bylaws for your club.

A constitution and Bylaws are simply a written framework for carrying out the business of your club. Once they have been adopted by the membership, everyone knows how the club should run. A new board may present these documents more than once to the membership, till everyone is sure they meet your needs. Below are two sample constitution and bylaws from existing clubs. These should offer you some guidelines for your own documents. Both of the clubs below have incorporated under the BC Society Act and refer to themselves as “the society”. This is not necessary for a young or small club, so just substitute the word club for society.

After the Bylaws, you will find some tips for maintaining and increasing your membership. Good luck with your endeavours and we hope to see you at a BC Nature conference in the near future.

John Neville

Vice-president BC Nature

Sample Constitution and Bylaws of a BC Naturalist Club

### **Sample #1 CONSTITUTION**

1. The name of the club is: \_\_\_\_\_.
2. The purposes of the club are:
  - (a) To encourage the wise use, understanding and conservation of the natural environment.
  - (b) To promote the recreational and aesthetic values of the natural environment.
  - (c) To affiliate with and support the Federation of British Columbia Naturalists.
  - (d) To co-operate with groups having like aims and objectives.
3. The operation of the club shall be carried on without purpose of material gain for its members, and any profits or other accretions to the club shall be used in promoting its aims. This provision is unalterable.
4. In the event that the \_\_\_\_\_ shall be liquidated or wound up, all of its properties and assets then remaining, or future interests, which but for such liquidation would vest in the \_\_\_\_\_, shall be transferred to some other association or non-profit organization having purposes similar to those of the \_\_\_\_\_. Such organization shall be selected by the Board of Directors of \_\_\_\_\_ before the time of the liquidation or wind-up. This provision is unalterable.

**Sample#1 BYLAWS** of \_\_\_\_\_

**Part 1 — Interpretation**

1 (1) In these bylaws, unless the context otherwise requires:

"**directors**" means the directors of the society;

"**Society Act**" means the *Society Act* of British Columbia in force and all amendments to it;

"**registered address**" of a member means the member's address as recorded in the register of members.

"**special resolution**" means

(a) a resolution passed at a general meeting by a majority of not less than 75% of those members who, being entitled to vote, do so in person

(i) of which the notice that the bylaws provide, and not being less than 14 days' notice, specifying the intention to propose the resolution as a special resolution has been given, or

(ii) if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given

(b) a resolution consented to in writing by every member of a society who would have been entitled to vote on it in person. A resolution so consented to is deemed to be a special resolution passed at a general meeting of the society,

"**extraordinary general meeting**" means any meeting other than the annual or monthly general meetings.

(2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

2 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

3 "**Written notice**" includes hard copy as well as electronic methods for transmitting information

**Part 2 Membership**

4 The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either

case, have not ceased to be members.

- 5 A person may apply to the directors for membership in the society and on acceptance by the directors is a member.
- 6 Persons accepted for membership must provide their name, address, telephone number and annual fees to the club member in charge of memberships.
- 7 Every member must uphold the constitution and comply with these bylaws.
- 8 The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be recommended by the directors and approved at the annual general meeting.
- 9 A person ceases to be a member of the society
  - (a) by delivering his or her resignation in writing to the secretary of the club or by mailing or delivering it to the address of the society,
  - (b) on being expelled, or
  - (c) on having been a member not in good standing for 6 consecutive months.
- 10 (1) A member may be expelled by a special resolution of the members passed at a general meeting.
  - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion and shall be served in writing to all members 30 days in advance of the vote.
  - (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 11 A member is not in good standing if, (a) they do not pay their current annual membership fee within 3 months of year end (ie by March 31) or within 3 months of joining the club as a new member; or (b) there is any other subscription or debt due and owing by the member to the club. The member is not in good standing so long as the debt remains unpaid.
- 12 Membership classes and fees may be changed from time to time by motion passed at any general meeting, providing notice of the proposed motion to change has been published in the club's newsletter prior to the meeting at which the motion is considered.
- 13 Fees for members joining on or after November 1 shall be considered as paid up until December 31 of the following year.

### **Part 3 — Annual General Meeting and Monthly General Meetings**

- 14 The club year shall be from January 1 to December 31.
- 15 The annual general meeting of the club shall be held in January of each year for the purpose of electing directors, informing members of previous and future activities and conducting other business.

- 16 Written notice of the annual general meeting will be given to the members at least 14 days in advance of the meeting.
- 17 At least 9 monthly general meetings will be held during any months determined by the directors except January.
- 18 Directors may call extraordinary general meetings with 25 days notice.
- 19 (1) The notice of all meetings will specify the place, day and hour of the meeting and will be delivered to the members in a timely fashion.  
  
(2) 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 proceedings at that meeting.
- 20 Members in good standing on the day of the AGM or on December 31<sup>st</sup> of the previous year are eligible to vote.

#### **Part 4 — Proceedings at General Meeting**

- 21 (1) **Normal** club business consists of those activities considered essential to the routine administration of the club. Those activities are:
  - (a) the adoption of rules of order
  - (b) the consideration of the financial statements
  - (c) the reports of the directors
  - (d) the report of the financial review, if any, at an annual general meeting
  - (e) the appointment of an accountant, if required
  - (f) the election of the directors at the annual general meeting
  - (g) any other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
- (2) **Special** club business is all other business that is conducted at an annual general meeting or a regular monthly meeting.

- 22 (a) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at any general meeting at a time when a quorum (10 members) is not present.
- (b) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 23 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting will be terminated.
- 24 The president of the club, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 25 If at a general meeting
- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
- (b) the president and all the other directors present are unwilling to act as the chair,
- the members present must choose one of their number to be the chair.
- 26 (a) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at a reconvened meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- 27 (a) A resolution proposed at a meeting must be seconded, and the chair of a meeting may move or propose a resolution.
- (b) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled , and the proposed resolution does not pass.
- 28 (a) A member in good standing present at a meeting of members is entitled to one (1) vote.
- (b) Voting is by show of hands.
- (c) Voting by proxy is not permitted.
- (d) Adults sharing a family membership in common shall each have one (1) vote.

## **Part 5 — Directors and Officers**

- 29 (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do but subject, nevertheless, to
- (a) all laws affecting the society,
- (b) these bylaws, and
- (c) rules, not being inconsistent with these bylaws, that are made from time to time by the

society in a general meeting.

(2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

(3) The number of directors will be a minimum of 3 or a greater number determined from time to time at a general meeting.

30 The positions of president, vice president, secretary and treasurer will be chosen by the Board of Directors from within its own ranks and these positions will all be directors of the club.

31 As required, the directors will appoint members of an operations committee to assist with conducting other aspects of the clubs business such as organizing field trips, creating a newsletter and managing the membership procedures.

32 The directors must retire from office at each annual general meeting when their successors are elected.

33 (1) Positions on the Board of Directors will be filled by election at the annual general meeting.

(2) Separate elections must be held for each position to be filled.

(3) An election may be by acclamation or it may be by a show of hands or ballot.

(4) In the event of failure to elect a minimum number of directors, an extraordinary general meeting may be called by any retiring director for the purpose of electing additional directors.

34 If a director ceases to hold office, the remaining directors may appoint a member as a replacement.

An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

35 The members may, by special resolution, remove a director.

36 A director must not be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

## **Part 6 — Proceedings of Directors**

37 (1) The directors may meet to conduct business, adjourn and otherwise regulate their meetings and proceedings.

(2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.

(3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.

(4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.

38 (1) The directors may delegate some, but not all, of their powers to committees consisting of the director or directors as they see fit.

(2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

39 A committee must elect a chair of its meetings, but if at a meeting the chair is not present within 15 minutes after the time appointed for holding the meeting, the members of the committee must choose one of their number to be the chair of the meeting. The club can operate a committee with only one member who will be its chair.

40 The members of a committee may meet and adjourn as they think proper.

41 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

42 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

(a) a notice of meeting of directors is not required to be sent to that director, and

(b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.

43 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a simple majority of votes.

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

44 A resolution proposed at a meeting of directors or committee of directors must be seconded, and the chair of a meeting may move or propose a resolution.

45 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

## **Part 7 — Duties of Officers**

46 The Board of Directors shall manage the business and affairs of the club.

47 The Board of Directors will encourage spontaneous committees from the membership at large, or appoint from within their membership or the membership at large, such committees as deemed necessary to conduct the business of the club.

- 48 The Board of Directors will audit the financial statement prepared by the Treasurer and if necessary, will appoint a qualified auditor to examine and certify the Treasurers accounts.
- 49 (1) The president or a designate presides at all meetings of the society and of the directors.  
(2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
- 50 The vice president must carry out the duties of the president during the president's absence and must convene a nominating committee to obtain a slate of candidates to fill positions on the Board of Directors at the annual election.
- 51 The secretary must do the following:
- (a) conduct the correspondence of the society;
  - (b) issue notices of meetings of the society and directors;
  - (c) keep minutes of all meetings of the society and directors;
  - (d) have custody of all records and documents of the society except those required to be kept by the treasurer. The Secretary may designate an alternate location where these documents are stored.
- 52 The treasurer must
- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
  - (b) render an annual financial statement to the directors and members prior to the annual general meeting.
  - (c) provide monthly financial status reports as required by the directors.
- 53 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.
- 54 Signing officers for all financial matters shall be a minimum of any two (2) directors on a list approved by resolution by the incoming Board of Directors.

## **Part 8 — Borrowing**

- 55 In order to carry out the purposes of the club the directors may, on behalf of and in the name of the club, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 56 A debenture must not be issued without the authorization of a special resolution.
- 57 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

## **Part 9 — Notices to Members**

- 58 A notice may be given to a member, either personally or by mail to the member at the member's registered address or by electronic mail.
- 59 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 60 (1) Notice of an extraordinary general meeting must be given to
- (a) every member shown on the register.
  - (2) No other person is entitled to receive a notice of an extraordinary general meeting.

## **Part 10 — Bylaws and Records**

- 61 New and existing members are entitled to request and receive a copy of the constitution and bylaws of the society. The society may charge a nominal amount for photocopying.
- 62 These bylaws must not be altered or added to except by special resolution. Written notice of this resolution will be given 30 days prior to the general meeting where the voting is to take place.
- 63 Upon reasonable notice, the records of the club shall be open to inspection by any member in good standing.
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## **Constitution and Bylaws Sample # Two**

1. The name of the Society is \_\_\_\_\_, hereinafter referred to as "the Society".
2. The objects of the Society are:
  - (a) to stimulate active interest in natural history:
  - (b) to study and protect flora and fauna and their habitats:
  - (c) to work with other societies and like bodies having interests in common with this Society, within and beyond the Province of British Columbia.
3. The operations of the Society are to be chiefly carried on \_\_\_\_\_ area.
4. The Society 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 objects.

5. The Directors shall have power to invest in securities pursuant to the Trustee Act of British Columbia such surplus funds as may from time to time be in their hands and may sell the same and reinvest the proceeds of sales pursuant to resolutions of the Board as approved by a General Meeting of the Society.

6. Upon the winding-up of the Society or its dissolution the extraordinary resolution authorising such winding-up or dissolution shall specify that all assets remaining which are owned by the Society shall be distributed to one or more recognized charitable organizations in Canada.

7. Clauses 4, 5 and 6 of this Constitution are unalterable in accordance with Section 17 of the Societies Act.

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## **Society Bylaws Sample #2**

### 1.00 MEMBERSHIP

#### 1.01 Classes of Membership

There shall be six classes of membership:

- (a) Individual - for any person 16 years of age or older;
- (b) Family-for husband and wife and/or parent(s) and dependent children and each person shall be classed as an individual or junior member;
- (c) Golden Age - For any person aged sixty-five or over;
- (d) Junior - for any person under the age of 16 years who has paid the membership dues, and the dependent children within a family membership;
- (e) Sustaining - for any person eligible for membership who pays a minimum of three times the annual dues based on the individual membership;
- (f) Honorary Life - any person who has rendered outstanding service to the Society by increasing knowledge of and interest in natural history may be made an honorary life member.

#### 1.02 Terms of Admission

- (a) Membership shall be established on payment of the appropriate dues by persons eligible for membership
- (b) Recommendations for Honorary Life Membership shall be made by three members in writing to the Board of Directors. The Board shall vote by secret ballot and a two-thirds majority shall be required for

election of the nominee to Honorary Life Membership.

#### 1.03 Rights and Obligations of Members

(a) A member may obtain from the Society a copy of the Constitution and Bylaws at a charge of no more than \$1.00.

(b) Every member shall be entitled to receive from the Society a copy of any magazine or newsletter which the Society may from time to time publish. Family members shall receive one copy per family.

(c) Every member 16 years of age or older shall have one vote at any regular or special meeting of the Society and shall be eligible to hold office in the Society.

(d) Every member shall uphold the Constitution and comply with these Bylaws.

#### 1.04 Cessation of Membership and Expulsion

(a) Resignation: A member wishing to resign shall give notice in writing to the secretary.

(b) Non-payment of Dues: Annual dues for new members joining and paying dues after April 1, 1996 shall be due and payable on the last day of the anniversary month of joining the Society. Members who joined prior to April 1, 1996 shall continue to have their membership renewable on January 1st of each year. Members shall cease to be in good standing if dues are unpaid at the renewal date but shall be reinstated without penalty upon receipt of dues within two months of the annual due date. Membership shall expire if dues remain unpaid after the two months grace period.

(c) Expulsion: Any member may be expelled from membership for any reason which is deemed to be prejudicial to the best interests of the Society by a vote of at least nine members of the Board of Directors. Prior to the vote being taken, the person proposed for expulsion shall be given twenty-one days notice in writing of the proposed resolution and shall be afforded an opportunity to explain or justify his position to the Board, and no persons other than Directors and the person proposed for expulsion shall be present.

#### 1.05 Membership Dues

Dues for each class of membership shall be proposed by the Board of Directors and approved at a general meeting of the Society.

#### 2.0 OFFICERS AND DIRECTORS

##### 2.01 Business of the Society

The business of the Society shall be managed by a Board of twelve Directors ["the Board"] who shall serve in an honorary capacity.

##### 2.02 Officers

The officers of the Society shall be the President, Vice-President, Secretary and Treasurer. The officers are directors.

2.03 Board of Directors

(a) The Board shall be composed of the Officers, immediate Past-President, and seven other Directors.

b) The officers and other directors shall be elected at the Annual Meeting by the members of the Society present and entitled to vote.

(c) Term of office for Officers shall be one year, and for the other Directors, two years unless the Board resolves that a term should be for a shorter period.

2.04 Nominations

The Board shall appoint a Nominating Committee not later than two months before the Annual Meeting of the Society. A member of the Board who shall not be a candidate, shall be Chairman of the Nominating Committee. The Committee shall make and receive nominations. All nominations shall be in writing, signed by two members of the Society in good standing, and by the nominee showing consent to the nomination. Further nominations, in writing as above, may be made from the floor at the Annual Meeting.

2.05 Elections

The election of officers and Directors at the Annual Meeting shall be conducted by the Chairman of the Nominating Committee. Voting shall be by secret ballot cast by members in good standing present in person. The Chairman of the Nominating Committee shall appoint scrutineers to oversee the distribution, collection, counting and subsequent destruction of ballots. The Chairman shall announce the result of the election and shall immediately install the new Officers and other Directors.

2.06 Vacancies on the Board of Directors

(a) If, for any reason, the President ceases to hold office, the Vice-President shall assume the office of President until the next Annual Meeting.

(b) If, for any reason, the Vice-President ceases to hold office, the Board shall appoint one of its members to the office until the next Annual Meeting.

(c) If, for any reason, the immediate Past-President ceases to hold office, the Board shall appoint one of the other Past-Presidents of the Society to the vacancy on the Board.

(d) If, for any reason, the Secretary or the Treasurer ceases to hold office, the Board shall appoint a member of the Society to the office until the next Annual Meeting.

(e) The Board shall fill any vacancy on the Board within sixty days of its occurring. Any person filling the vacancy holds office until the next Annual Meeting.

(f) Any Director who is absent from regular Board meetings on three consecutive occasions may be deemed by the Board to have retired.

## 2.07 Removal from Office

The Society may remove from office any Director pursuant to a special resolution, and may appoint another Director by ordinary resolution to hold office until the next Annual Meeting.

## 3.0 DUTIES AND POWERS OF OFFICERS AND OTHER DIRECTORS

### 3.01 General

The Board shall meet when and where the President, or the Vice-President in the absence of the President, may decide or as from time to time the Directors may agree to be expedient. The Board shall have charge of the general conduct of the affairs of the Society. At the Annual Meeting of the Society, the Board shall make a full report concerning its proceedings for the previous year, the report to be presented by the President and to incorporate recommendations for the future conduct of the Society.

### 3.02 Executive Committee

The Officers of the Society shall comprise the Executive Committee and decisions made at their meetings shall be subject to ratification by the Board at its next meeting.

### 3.03 President

It shall be the duty of the President to preside at all meetings of the Society, the Board, and of the Executive Committee, to have a general care of the interests of the Society and to ensure that the several provisions of the Bylaws are observed. The President shall not vote except in the case of a tie and shall be ex officio a member of all committees. If any discussion requires the President to vacate the Chair, then the Vice-President shall take the chair for the duration of the topic requiring the President to vacate the chair.

### 3.04 Vice-President

In the absence of the President, the Vice-President shall perform the duties of President, and in the absence of both the President and Vice-President, a chairman pro tem shall be appointed by the Board.

### 3.05 Secretary

The Secretary shall attend and keep an accurate record of all Society and Board meetings where Society business is transacted and conduct correspondence required by the Board.

### 3.06 Treasurer

The Treasurer shall

- (a) receive all dues and other moneys to which the Society is entitled and give the Society's receipt for the same

- (b) keep an accurate record of the moneys received and disbursed
- (c) make all necessary expenditures as authorized by the Board
- (d) keep all funds of the Society in one or more bank accounts in either or both a Chartered Bank or Trust Company chosen by the Board or in investments approved under the Trustee Act
- (e) submit a financial review by an accountant for the previous year and a proposed budget for the ensuing year at the Annual Meeting
- (f) prepare a statement of income and expenditure at such time or times as may be required by the Board
- (g) have custody of the seal (if any)
- (h) have an accurate record of the names and addresses of all members of the Society.

### 3.07 Signing Officers

The signing officers of the Society shall be any two of the President, Vice-President, Secretary and Treasurer, provided one of the signatories be either the President or the Vice-President.

## 4.00 MEETINGS OF THE SOCIETY

### 4.01 Annual Meeting

The society shall hold an Annual Meeting before the end of March at a time and place to be decided by the Board. The Annual Meeting shall include the report of the Board, presentation of the reviewed financial statements, election of Officers and other Directors and other business requiring discussion and decision by the Society.

### 4.2 Society Meetings

Meetings shall be held monthly from September to May, or as the Board from time to time may determine.

### 4.03 Additional Meetings

Ten (10) % of the voting members in good standing may request in writing that a meeting occur, indicating the reason and subject matter to be discussed. The Board shall then convene a meeting of the Society within thirty days of receiving the request.

### 4.04 Notice of Meetings

At least 14 days notice of meetings of the Society shall be given in printed form or in writing to each member.

### 4.05 Quorum

- (a) At a meeting of the Board, seven members shall constitute a quorum.
- (b) At a meeting of the Society, forty members in good standing shall constitute a quorum.

### 4.06 Committees

- (a) The Board may establish Committees and appoint members as need arises from time to time. Each committee of the Society shall have as one of its members a Director whose responsibility it is to report to the Board.

(b) The Board shall provide instructions for the guidance of each Committee and shall require from time to time reports from the Chairmen of Committees.

4.07 Voting by Chairmen

The person presiding at any meeting shall not have a vote except in the case of a tie.

5.00 GENERAL

5.01 Seal

The Board may provide for a seal of the Society. It shall be used when required for execution of documents pursuant to a resolution of the Board and in accordance with the terms of resolutions recorded from time to time in the minutes of the proceedings of the Board and of the Society.

5.02 Borrowing Powers

For the purpose of carrying out the objects of the Society, the Board may borrow or raise to secure payment of money in such manner as it thinks fit either at one time or from 'time to time; subject to the provisions of the Society Act of the Province of British Columbia; and provided that the power conferred by this section shall not be exercised without prior approval of a meeting of the Society.

5.03 Fiscal Year

The fiscal year of the Society shall end on December 31st of each year.

5.04 Auditor

An auditor shall be appointed by the Society at the Annual Meeting held in each year. It shall be the duty of the auditor to perform a financial review the books of account of the Society and to prepare for the Annual Meeting financial statements clearly and accurately showing the financial position of the Society.

5.05 Solicitor

A solicitor or firm of solicitors may be appointed by the Board.

5.06 Special Resolution

A special resolution may be passed at a meeting of the Society by a majority of not less than 75% of members present at the meeting. Not less than fourteen days notice shall be given of the intention to propose a special resolution.

5.07 Amendments to Constitution and Bylaws

The Constitution and Bylaws may be amended at the pleasure of the Society by Special Resolution subject to the provisions of the Society Act of the Province of British Columbia.

5.08 Inspection of Books

Any member in good standing shall have the right to inspect the books and records, of the Society upon giving reasonable notice of such intention.

5.09 Rules of Order

The rules contained in Robert's Rules of Order shall govern the proceedings of the Board and of all meetings of the Society, in all cases to which they are applicable and in which they are not inconsistent with the Bylaws of the Society.

