

## BYLAWS OF THE FEDERATION OF BRITISH COLUMBIA NATURALISTS

  
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### Part 1 INTERPRETATION AND DEFINITIONS

#### ARTICLE 1 INTERPRETATION/PROCEDURES

##### 1.1 Interpretation

- 1) In these Bylaws, words importing the singular number or the masculine gender shall include the plural number and the feminine gender, as the case may be, and vice versa, unless the context requires otherwise.

##### 1.2 Definitions

- 1) In these Bylaws, unless the context otherwise requires, the following definitions apply:
  - (i) “Board”, “Board Members”, and “Board of Directors” includes the Directors and Officers of the Society.
  - (ii) “Council” or “Council of Club Representatives” means the Club Representatives selected by the Federated and Direct Members together with the Board of Directors.
  - (iii) “Society” means the: Federation of British Columbia Naturalists (referred to as BC Nature or BCN in these Bylaws).
  - (iv) “Societies Act” means the Societies Act of the Province of British Columbia from time to time in force, with all amendments to it.
  - (v) “Region” means the five regions identified by Board Policy.
  - (vi) “Registered Address” of a Member means the address of a Member as recorded in the Register of Members.

##### 1.3 Resolutions

- 1) In these Bylaws, unless the context otherwise requires, the following definitions and procedures apply to resolutions:
  - (i) “Issue Resolution” means a resolution, stating where BC Nature stands on environmental, ecological, conservation, and other issues, that is passed by Members at a general meeting by 2/3 majority.
  - (ii) “Ordinary Resolution”
    - All resolutions of the Council of Club Representatives, the Board, and committees are Ordinary Resolutions and are referred to simply as resolutions.
    - All resolutions of Members in general meetings that are not Special Resolutions or Issue Resolutions are Ordinary Resolutions.
- 2) “Policy Resolution”
  - (i) “Policy” means a policy which the Society files in the Society’s policy manual.
  - (ii) “Policy Resolution” means: a resolution creating or updating Policy, passed by the Directors, Council of Club Representatives or Members, by Ordinary Resolution.
- 3) “Special Resolution” means: a resolution that has been:
  - (i) circulated in writing among all Members together with a notice of the meeting at least fourteen days prior to a general meeting where the resolution is to be considered together with a notice stating that the proposed resolution is a Special Resolution and setting out the time, place, and location of the meeting where it is proposed that the resolution be passed; and
  - (ii) passed at a general meeting of the Society by a majority of not less than 2/3 of the votes of those Members present.

- 4) Voting
  - (i) All Members entitled to vote at a meeting and the chairperson shall have one vote.
  - (ii) In case of an equality of votes on an ordinary resolution, the chairperson shall not have a casting or second vote, and the proposed resolution shall be defeated.
- 1.4 Rules of Order
  - 1) In case of a dispute over procedure at any meeting, whether a general meeting, Board meeting, committee meeting, meeting of the Council of Club Representatives, or any other meeting of the Society, all matters of procedure shall be decided in accordance with the most recent edition of Robert's Rules of Order, except where the rules are inconsistent with the Bylaws of the Society.
- 1.5 Societies Act definitions
  - 1) The definitions in the Societies Act on the date these bylaws become effective apply to these bylaws.
- 1.6 Headings
  - 1) Headings are inserted for the convenience of locating information only and are not to be used for the interpretation of these Bylaws.

## **Part 2 POWERS OF THE SOCIETY, RESTRICTIONS and DISSOLUTION**

### **ARTICLE 2 POWERS, RESTRICTIONS, DISSOLUTION**

- 2.1 Restrictions on the Powers that the Society may Exercise
  - 1) There are no restrictions on the powers that the Society may exercise.
- 2.2 Acquisition and Disposal of Property
  - 1) The Society may acquire and take by purchase, donation, devise, or otherwise, lands and personal property and may sell, exchange, mortgage, lease, let, improve, and develop them, and may erect and maintain any necessary buildings.

The Society may accept and use donations of monies, properties, lands, and any other items, the use to be governed by the provisions of the Constitution and Bylaws of the Society.
- 2.3 Non-Profit, Restrictions on Remuneration
  - 1) The Society shall be carried on without purpose of gain for its Members. Any profits or other accretions to the Society shall be used for promoting its purposes.

Members of the Society shall not be remunerated directly or indirectly for acting on behalf of the Society. Members, Directors, or Officers may be reimbursed in accordance with Board policy for all expenses incurred by them while engaged in the affairs of the Society.

The funds of the Society shall be applied solely for the promotion of the aims of the Society as stated in the Constitution, and no portion thereof shall be paid or made available for personal benefit of any Member of the Society.

This section is unalterable.
- 2.4 Dissolution of the Society
  - 1) In the event of the dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such other organization or organizations most closely promoting the same purposes of this Society, as may be determined by the Members of the Society, provided that any organization referred to in this paragraph shall be a charitable trust or Society in Canada as defined by the Income Tax Act of Canada or regulations made pursuant to the Income Tax Act.

Winding up of the Society shall be by Ordinary Resolution passed at a general meeting of the Society by a majority of those Members of the Society entitled to vote.

This section is unalterable.

### **Part 3 MEMBERSHIP**

#### **ARTICLE 3 MEMBERS**

##### **3.1 Membership and Admission to Membership**

- 1) Federated Clubs
  - (i) Natural history clubs and other outdoor or environmental clubs or societies in the Province of British Columbia may be admitted to membership in the Society as Federated Clubs by a vote of the Board of Directors.
  - (ii) Clubs or societies that are full Members of the Society shall be called “Federated Clubs” of the Society.
  - (iii) Members of a Federated Club shall be called “Federated Members” of the Society.
- 2) Direct Members
  - (i) People with an interest in natural history, whether or not Members of a Federated Club, may be admitted as “Direct Members” of the Society.
  - (ii) Direct Members become members if they complete an application for membership and pay the applicable fees.
  - (iii) Direct Members must be 19 (nineteen) years old or older.
- 3) Life Members are members who have prepaid dues for life. This membership category is not available any more.
- 4) In these Bylaws, the expression “Member” includes Federated Members Direct Members, and Life Members of the Society.
- 5) Affiliate Organizations
  - (i) Non-profit organizations wishing to support the work of the Society may be admitted as “Affiliate Organizations” of the Society, but these organizations and their members do not have the right to vote nor are they covered by BC Nature insurance. BC Nature’s membership and Directors' insurance applies only to the individuals signed up as Federated or Direct Members and not to any other organization that they might represent.

##### **3.2 Fees and Renewal**

- 1) The annual dues and amounts for all memberships shall be set by a policy resolution passed at any Meeting of the Council of Club Representatives.
- 2) The annual dues for Federated Clubs shall be payable on January 31 of the current year. The amount of the annual dues shall be based on a membership assessment of the Federated Club membership roll as of December 31 of the preceding year and should include all members from which dues have been received in the previous year ending December 31
- 3) The annual dues of Direct Members shall be payable on the first day of the month in which the Member joined the Federation.
- 4) Direct Members may renew their memberships from year to year or for such time periods as provided for in a Policy if they:
  - (i) pay the annual membership fee and
  - (ii) submit the fee together with an application for renewal form.

##### **3.3 Termination of membership**

- 1) Any Member shall cease to be a Member if:
  - (i) the Member withdraws from the Society, or

- (ii) the Member ceases to meet the qualifications for membership, or
  - (iii) the Member dies, or
  - (iv) the Member is not in good standing beyond the three-month grace period for paying annual dues.
- 2) Any person who withdraws from membership, is expelled from the Society, or ceases to be a Member of the Society in good standing for more than three months shall forfeit all rights, claims, and interest arising from or associated with membership in the Society.
- 3.4 Withdrawals from membership
- 1) Any Federated Club which desires to withdraw from membership in the Society shall cease to be a Federated Club by delivering a written or electronic form of notice of withdrawal to the Board.
  - 2) Any Member who desires to withdraw from the Society shall cease to be a Member by delivering a written or electronic form of notice to the Board.
- 3.5 Membership in Good Standing
- 1) Any Federated Club, together with all its Federated Members, shall cease to be Members in Good Standing if their annual dues have not been paid within three months of the current year's billing.
  - 2) Federated members who are members of Federated Clubs that cease to be Members in Good Standing but are also members of Federated Clubs that continue to be members in good standing, shall continue to be Federated Members.
  - 3) Federated Members who cease to be Members of any Federated Club of the Society shall cease to be Members unless they continue as Direct Members.
  - 4) Direct Members shall cease to be Members in Good Standing if their dues are not paid within three months of the current year's billing unless the Board of Directors allows a longer period.
  - 5) Direct Members shall cease to be Members of the Society if they are not in good standing for three months.
- 3.6 Expulsion of Members
- 1) Any Federated Club or Member may be removed from membership in the Society for cause by Directors' resolution.
  - 2) Before the Board of Directors expels a Federated Club or Member, the Board of Directors shall provide the Federated Club or Member with 31 (thirty-one) day notice in writing or in electronic form of:
    - (i) the proposed resolution;
    - (ii) the time, date and location of the meeting that will consider the termination of the membership; and
    - (iii) the reasons the Board of Directors may terminate the membership of that person.
  - 3) Prior to the vote being taken, the Federated Club, Federated Member, or Direct Member proposed for removal shall be given an opportunity to explain his/her position to the Board.
  - 4) At such a meeting, no persons other than the Members of the Board of Directors and the appointed representative of the Federated Club or the Federated or Direct Member proposed for expulsion shall be present.
  - 5) Members who are expelled may only be readmitted to membership by the Board.
- 3.7 Appeal of Termination
- 1) People whose membership is terminated by the Board of Directors may appeal the Board of Directors decision to terminate their membership by submitting a written application stating the grounds for appeal to the Board of Directors, 21 (twenty-one) days before the next general meeting. The appeal shall be heard at the next general meeting.
  - 2) No person shall vote at any meeting of the Society while his or her membership status is under appeal.
  - 3) The decision of the Board of Directors may be overturned by Ordinary Resolution of Members.
- 3.8 Privileges of membership

- 1) Members of the Society in good standing shall have the right to:
  - (i) vote at and participate in general meetings and annual general meetings in accordance with these Bylaws and
  - (ii) participate in the activities of the Society.
- 2) Membership in the Society is not transferrable.

#### ARTICLE 4 GENERAL MEETINGS

##### 4.1 Application

- 1) Provisions of this article apply to the Annual general meeting and to all other general meetings.

##### 4.2 General Meetings

- 1) A general meeting of the Society:
  - (i) may be called by the Board and
  - (ii) shall be called by the Board within 60 (sixty) days of receipt of a meeting requisition if the Members requisition a general meeting.
- 2) The Board of Directors may, when it sees fit, convene an Extraordinary general meeting of the Society, such as a fall general meeting, usually held in September or October.

##### 4.3 Form of Member's requisition for Meeting

- 1) A requisition for a general meeting must:
  - (i) be signed by 50 (fifty) voting Members and contain the names of the Members who signed the requisition, next to the signature;
  - (ii) must state the business to be considered at the meeting;
  - (iii) must be delivered to the delivery address or mailed by registered mail to the Registered Office of the Society; and
  - (iv) must be sent to each director.
- 2) Requisitioning Members shall be reimbursed for the expenses actually and reasonably incurred by them in requisitioning and calling a meeting unless otherwise resolved by Ordinary Resolution.

##### 4.4 Date and Location

- 1) The date and location of all meetings of the Society may be determined by the Board of Directors.
- 2) All general meetings shall be held in the Province of British Columbia.

##### 4.5 Notice Requirements

- 1) The Board of Directors shall give at least 14 (fourteen) days (but not more than 60 (sixty) days) notice of the time and place of all general meetings to all Members in good standing. All notices of meetings shall be in writing and shall specify the:
  - (i) place, day, and time of meeting;
  - (ii) tentative agenda for the meeting; and
  - (iii) text of any Special Resolution to be considered by the meeting.

##### 4.6 Sending and Delivery of Notices of Meetings and Other Notices

- 1) A notice, statement, report, or other record may be delivered to anyone entitled to receive the item, by delivering the item personally, by mail to the person's most recent mailing address known by the Secretary.
- 2) When the Society has more than 250 (two hundred fifty) Members, it may send notice of a general meeting:
  - (i) by e-mail sent at least 14 (fourteen) days before the meeting but not more than 60 (sixty) days before the meeting and
  - (ii) post the notice of the meeting on the main page of its website at least 21 (twenty-one) days before the meeting but not more than 60 (sixty) days before the meeting

in place of mailing meeting notices.

#### 4.7 Accidental Omission to Send Notice

- 1) 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 shall not invalidate the proceedings at the meeting.

#### 4.8 Quorum

- 1) A quorum for the transaction of business at a Members general meeting of the Society shall be 30 (thirty) Members at least two of whom shall be Directors.
- 2) No business, other than the election of a chair of the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 3) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4) If, within 30 (thirty) minutes from the time appointed for a general meeting, a quorum is not present, the meeting, if convened on the requisition of Members, shall be terminated.

#### 4.9 Voting

- 1) All Members in good standing with the Society who are present at a meeting shall have one vote.
- 2) Voting shall be by a show of hands unless a majority of the Members present at a meeting otherwise determine.
- 3) All motions shall be passed by Ordinary Resolutions except when the Societies Act or these Bylaws require a higher majority such as a Special Resolution or Issue Resolution.
- 4) Only those Federated Members and Direct Members who are Members in good standing are eligible to vote at any general meeting of the Society on any business put before the meeting.
- 5) Federated Clubs and Affiliate Organizations shall not have voting privileges.
- 6) Proxy voting is not permitted for any decisions or at any meeting of the Society.
- 7) Except as provided for elsewhere in these bylaws, no voting by mail, fax, e-mail electronic means, indirect, or delegate voting is permitted.

#### 4.10 Issue Resolutions

- 1) The board shall appoint a Resolutions Committee.
- 2) Any two members may submit a resolution about a Naturalists or Environmental Issue (an Issue Resolution) to the Resolutions Committee at least 90 (ninety) days before a general meeting for review of wording and to receive requests for clarification of content.
- 3) Members may submit an Issue Resolution that has been vetted by the Resolutions Committee to the members for discussion at a general meeting.
- 4) An Issue Resolution will be defeated unless it is passed by a 2/3 majority of members present at a general meeting.
- 5) The President and Board of Directors will communicate the content of an Issue Resolution that has been adopted to:
  - (i) the appropriate level of government;
  - (ii) the press;
  - (iii) other organizations;
  - (iv) international bodies; and
  - (v) foreign governments.

as directed by the Members or, if the Members do not give direction, as considered appropriate by the Board.

## ARTICLE 5 ANNUAL GENERAL MEETING

### 5.1 Annual General Meeting Date

- 1) The annual general meeting shall be held April or May in the Province of British Columbia once every calendar year.

### 5.2 Agenda of the Annual General Meeting

- 1) The agenda of the annual general meeting shall include the following items:
  - (i) approval of financial statements and any accountant's review for the previous fiscal year and
  - (ii) appointment of the accounting firm that will undertake the next Review Report.

### 5.3 Provisions relating to General Meetings

- 1) Provisions relating to general meetings also apply to the annual general meeting.

## **Part 4 COUNCIL OF CLUB REPRESENTATIVES**

## ARTICLE 6 COUNCIL OF CLUB REPRESENTATIVES

### 6.1 Composition of the Council of Club Representatives

- 1) The Council of Club Representatives consists of:
  - (i) The Club Representatives selected by each Federated Club;
  - (ii) The Club Representatives elected by Direct Members; and
  - (iii) Members of the Board of Directors of BC Nature.

### 6.2 Election of Representatives to the Council

- 1) Members of the Council of Club Representatives shall be selected as follows.
- 2) Each Federated Club shall select or appoint one Club Representative for the first 300 Members or portion thereof, and one additional Club Representative for each additional 200 Members.
- 3) For the purpose of determining a Federated Club's entitlement to Club Representative, each family membership shall count for two Members.
- 4) Direct Members who are not also Federated Members may elect from among their Members for a period of two years one Club Representative for each 300 Direct Members or portion thereof, and one additional Club Representative for each additional 200 Direct Members.

### 6.3 Vacancies on the Council of Club Representatives

- 1) Vacancies in Club Representatives selected by the Federated Clubs shall be filled by the Federated Clubs.
- 2) Vacancies in Club Representatives selected by the Direct Members shall be filled by the Direct Members.

### 6.4 Council Meetings

- 1) The President will arrange for the holding of a meeting of the Council of Club Representatives. The meeting will occur around the time of any general meeting and will be scheduled after any Board meeting that precedes the annual general meeting but will precede the general meeting.
- 2) Notice of the Council meeting will be distributed with notices of general meetings.

### 6.5 Council Recommendations

- 1) Members of the Council of Club Representatives may recommend policies for consideration and approval by the Members at general meetings and by the Board.

### 6.6 Chairing of Meetings

- 1) The President will chair meetings of the Council of Club Representatives.

## 6.7 Minutes

- 1) The Secretary will record the minutes of meetings of the Council of Club Representatives.

## 6.8 Quorum.

- 1) A quorum for the transaction of business at Council of Club Representatives' meetings shall be 12 (twelve) Members of the Council of Club Representatives, at least two of whom shall be Board Members.

## 6.9 Voting at Club Representative Meetings

- 1) Each Club Representative present at a meeting of the Council of Representatives will have one vote.
- 2) Each Director present at a meeting of the Council of Representatives will have one vote.
- 3) A Director who is also a Club Representative will have only one vote.

## 6.10 Approval of Resolution Without Meeting

- 1) The Council of Club Representatives may approve a motion by e-mail without holding a Council meeting to discuss the resolution.
- 2) Resolutions approved by e-mail are approved by the same majority voting rules as apply to resolutions passed at Council meetings provided that if a Council Member requests discussion of a motion, the vote on the motion will be delayed until discussion of the motion, by email, or Council meeting is completed.
- 3) Decisions approved by e-mail will be included in the minutes of the next Council meeting. If the motion involves a Policy decision, the motion will be added to the policy manual.

## 6.11 Responsibilities of the Council

- 1) The Council of Club Representative is responsible for:
  - (i) Election of Officers and other Members of the Board of Directors when their terms have expired;
  - (ii) Reviewing and recommending approval of the financial statements of the Society for presentation to the membership at the annual general meeting after they have been approved by the Board of Directors; and
  - (iii) Together with the Board of Directors, the promotion of the purposes of the Society.
- 2) The Club Representatives do not manage the activities or internal affairs of the Society.

## **Part 5 BOARD MEMBERS AND OFFICERS**

### ARTICLE 7 IDENTIFICATION OF THE OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS

## 7.1 Officers

- 1) The five Officers of the Society shall consist of the following Positions:
  - (i) President;
  - (ii) Vice-President;
  - (iii) Secretary;
  - (iv) Treasurer; and
  - (v) Immediate Past President if the Past President is willing to assume the Position.

## 7.2 Composition

- 1) The Board of Directors shall consist of the following Positions:
  - (i) the five Officers of the Society;
  - (ii) the Member elected to Chair the Conservation Committee;
  - (iii) the Member elected to Chair the Education Committee;
  - (iv) the Member elected to Chair the Communication Committee;



- (v) the five Regional Coordinators; and
  - (vi) up to two Directors at Large.
- 2) The Board shall consist of no more than 15 (fifteen) Members.

## ARTICLE 8 ELECTION, REMOVAL, AND REPLACEMENT OF DIRECTORS AND OFFICERS

### 8.1 Qualifications Required of Directors and Officers

- 1) No person shall be elected as a Director or Officer or remain a Director or Officer unless that person:
- (i) is a Member of the Society;
  - (ii) is over the age of 19 (nineteen);
  - (iii) is not an undischarged bankrupt; and
  - (iv) has not been convicted of offences relating to promotion, formation, or management of a society or corporation less than five years before election.

### 8.2 Length of Terms

- 1) Directors and Officers are elected for a term of two years by the Club Representatives.

### 8.3 Term Limits

- 1) No Officer or Director shall hold the same Position for more than three consecutive terms unless no other Member is willing to fill the Position.

### 8.4 Commencement and Completion of Terms

- 1) Terms of Directors who have completed a two-year term end at the end of the annual general meeting in the year when the term of the Director expires, unless that member is re-elected.

### 8.5 Multiple Positions Forbidden

- 1) No person shall hold more than one Position on the board at the same time.

### 8.6 Shared Positions

- 1) More than one person may share the responsibilities of a director, but only one of the directors sharing a Position may vote.
- 2) When a Position is shared, the director attending a board meeting or meeting of the Council of Club Representatives will be the voting director. If more than one director sharing a Position is present at a meeting, the voting will be determined by Board policy.

### 8.7 Nominating Committee

- 1) The Board will appoint a Nominating Committee which will have at least two members, and include the President and the Past President, if the Past President is willing.
- 2) The Past President will chair the Nominating Committee, if the Past President is willing.

### 8.8 Nomination of Directors/Consents

- 1) The Nominating Committee may nominate any Member for any Position as Director.
- 2) Club Representatives and Directors present at the Council of Club Representatives meeting may also nominate any member of any club to a Position as Director.
- 3) If a person is not present at the Council of Club Representatives meeting, that person's name may not be placed on the ballot unless the person has provided a written consent to acting as Director.

### 8.9 Election of Directors

- 1) Positions of Directors whose terms have expired will be filled by the Club Representatives and Directors at each Council of Club Representatives meeting preceding each annual general meeting.
- 2) All Club Representatives and Directors present at the Club Representatives meeting may cast one vote on each Regional Coordinator position. Where directors share a Position, only one Director sharing the Position who is present may vote, as determined by Policy approved by the Council of Club Representatives.

#### 8.10 Election Processes for the Election of Directors

- 1) If only one candidate has been nominated to a Position, an election may be by acclamation.
- 2) If, after nominations have closed, there is more than one nominee qualified to stand as for a Position, then the Nominating Committee chair, or in the absence of the Nominating Committee chair, a person elected to chair the election, shall oversee an election of the Director, Officer, or Regional Coordinator.
- 3) The Council of Club Representatives may determine by resolution that the election will be by secret ballot.
- 4) Separate elections shall be held for each Position.
- 5) The Chair of the election portion of the meeting will declare the candidate receiving the highest number of ballots to be elected at the Council meeting and announce the election results at the annual general meeting.

#### 8.11 Policy

- 1) The Club Representatives may make Policy to regulate the nomination and election of Club Coordinators provided that the Policy is consistent with these bylaws.

#### 8.12 Resignations and Other Vacancies

- 1) Directors and Officers must resign in writing (by letter or e-mail).
- 2) The resignation takes effect when it is received by the Registered Office of the Society, or at the date and time specified in the resignation. If no time is specified in a resignation, it takes effect at the beginning of the day specified and if the resignation is effective when an event occurs, the resignation becomes effective when and if the event occurs.
- 3) If a Director or Officer:
  - (i) resigns in writing;
  - (ii) dies;
  - (iii) is removed from office;
  - (iv) is employed by the Society;
  - (v) ceases to be a Member of the Society in good standing; or
  - (vi) ceases to meet the qualifications required for directors, the position held by that Director or Officer will become vacant.

#### 8.13 Removal of Directors or Officers

- 1) Directors or Officer may be removed from a Position
  - (i) by two thirds (2/3) majority vote of the Board of Directors or
  - (ii) by Special Resolution of the Members
 if that person
  - (i) has failed to fulfill the duties of a Director;
  - (ii) has voted on a motion when a conflict of interest existed;
  - (iii) has failed to attend three consecutive Board meetings without cause;
  - (iv) has acted in a manner inconsistent with the purposes of the Society or which may bring the Society into disrepute;
  - (v) fails to continue to meet the qualifications for directorship in the Society; or
  - (vi) is found by a court to be of unsound mind.
- 2) Should any Position become a paid office or directorship or should a director be hired by the society, the Director or Officer shall cease to be on the Board of Directors.
- 3) A decision about the removal of a Director or Officer made by Members shall take precedence over a decision made by the Board of Directors.

#### 8.14 Appeal of Removal by Directors

- 1) Directors and Officers may appeal the decision to remove them from the Board by submitting a written application to the Board of Directors stating the grounds for appeal, delivered within 30 days of removal. The appeal shall be considered by the Council of Club Representatives at the next meeting of the Council of Club Representatives.
- 2) No Director or Officer may participate as a Member of the Board of Directors while the status of the Director or Officer is under appeal.

#### 8.15 Replacement of Directors/Consents

- 1) The Board of Directors may appoint a Member who is qualified to be a Board Member to a vacant Director position on an interim basis until the next general meeting of the Society when a replacement Director shall be elected to the position by the Council of Club Representatives.
- 2) If a Member is not present at a Directors' meeting when the Member is appointed to fill a vacant position by the Board, the appointment of the Member is valid if the Member consents in writing to assume the position either before or after the appointment occurs.
- 3) If a Director appeals the decision to remove them from the Board of Directors, the remaining Directors may appoint a qualified Member to fill the Position on a temporary basis until the appeal is heard. If the appeal is not successful, the Council of Club Representatives shall elect a new Director to fill the position until the next general meeting when a replacement Director shall be elected to the position by the Council of Club Representatives for the unexpired term of the vacant Directorship.
- 4) In the event the office of President becomes vacant, this office shall be filled by the Vice-President until the next general meeting of the Society.

### ARTICLE 9 BOARD MEETINGS

#### 9.1 Meetings

- 1) The Board of Directors shall meet every two months or more frequently as necessary to conduct the affairs of the Society.
- 2) Meetings may be by teleconference, internet linkage, or other electronic means.

#### 9.2 Quorum

- 1) A quorum for the transaction of business at the meetings of the Board shall be six Members of the Board, at least two of whom shall be Officers of the Society.

#### 9.3 Time and Location

- 1) The date and location of Board meetings may be determined by the Board of Directors at a directors' meeting or by e-mail.

#### 9.4 Notice of Meetings

- 1) At least seven-day notice of the time and place of all Board meetings shall be given to all Board Members by telephone or e-mail.
- 2) The Board Members may waive or reduce the period of notice required for a meeting by unanimous consent by e-mail or in writing.
- 3) No accidental failure to give a Board Member notice of a meeting nor the non-receipt of a notice of meeting by a Board Member shall affect the validity of any business conducted at a Board Meeting.

#### 9.5 Adjournment Due to Lack of Quorum

- 1) When a Board meeting cannot be held due to lack of a quorum, the meeting shall be deemed to be adjourned to a future date, which may be determined by those Board Members present at the meeting.
- 2) Sufficient time shall be given to allow at least two-day notice of the adjournment to be given to Board Members prior to the resumption of the meeting.
- 3) The quorum requirements of these Bylaws shall apply to the holding of such an adjourned meeting.

#### 9.6 Voting

- 1) Only Board Members present at a meeting shall have a vote.
- 2) Voting shall be by a show of hands unless a majority of the Board Members present shall otherwise determine.

#### 9.7 Approval of Resolution without meeting

- 1) The board may approve a motion by e-mail without holding a board meeting to discuss the resolution.
- 2) Resolutions approved by e-mail are approved by the same majority voting rules as apply to resolutions passed at Board meetings.
- 3) If a Member requests discussion of a motion, the vote on the motion will be delayed until discussion of the motion, by email or Directors' meeting, is completed.
- 4) Decisions approved by e-mail will be included in the minutes of the next Directors' meeting. If the motion involves a Policy decision, the motion will be added to the policy manual.
- 5) The process for approval of letters for signature by the President will be established by Board Policy.

### ARTICLE 10 AUTHORITY OF THE BOARD OF DIRECTORS

#### 10.1 Powers of the Board of Directors

- 1) Subject to the Constitution and Bylaws, the Board of Directors shall have the sole authority to manage or supervise the management of the activities and internal affairs of the Society, including but not limited to the authority to perform the following functions:
  - (i) promoting the purposes of the Society;
  - (ii) approving all budget proposals, operating budgets, expenditures, and funding contracts;
  - (iii) appointing staff, volunteer assistants, and special representatives; and
  - (iv) determining the boundaries of five regional areas in the Province of British Columbia and list each Federated Club as being located in one of the five regions.
- 2) The Board of Directors shall be subject to policies previously established by the Members.

#### 10.2 Delegation of Authority

- 1) The Board of Directors may, by Policy, delegate authority and responsibilities, provided that it supervises the people to whom it has delegated its duties.

#### 10.3 Registered and Records Office

- 1) The Directors must, by resolution, establish an address for the Registered Office of the Society.
- 2) The records of the Society must be kept at the Registered Office of the Society.

#### 10.4 Borrowing of Money

- 1) The Board of Directors may only borrow money with the approval of the Members at a general meeting by Special Resolution which shall be valid and require the borrowing to occur within one year of date of the resolution.

#### 10.5 Investment of Funds

- 1) The Board may invest the funds of the Society in securities in which trustees are authorized by law to invest.

#### 10.6 Signing of Documents

- 1) The logo of the Society and the President's signature shall be affixed to any official document, after the approval of the Board of Directors or the Council of Club Representatives. The use or absence of the BC Nature logo does not affect the legality or enforceability of any document approved by the President or Board.

## ARTICLE 11 - DUTIES OF OFFICERS

### 11.1 Duties of the President

- 1) The President shall
  - (i) prepare the agenda for, and chair meetings of, the Board of Directors, Representatives, and Members;
  - (ii) report to the Board of Directors, Council of Club Representatives, and Members on the discharge of the responsibilities he assumes; and
  - (iii) meet or telephone regularly with the Office Manager and other BC Nature staff to supervise their work.

### 11.2 Duties of the Vice-President

- 1) The Vice-President shall
  - (i) assume the authority and responsibilities of the President in the absence of the President.

### 11.3 Duties of the Secretary

- 1) The Secretary shall
  - (i) keep minutes of all meetings of Members, Club Representatives, and Directors;
  - (ii) ensure the maintenance of the Corporate Records which the Society is required to maintain under the Societies Act;
  - (iii) ensure reports are filed with the BC Societies Registry as required under the Societies Act; and
  - (iv) ensure that minutes of Board, General, and Council of Club Representatives meetings are posted on the Society website.

### 11.4 Duties of the Treasurer

- 1) The Treasurer shall:
  - (i) oversee and report to the board on the financial management of the Society;
  - (ii) ensure the maintenance of the financial Records which the Society is required to maintain under legislation; and
  - (iii) ensure the Society files financial reports required under legislation.

### 11.5 Delegation of Duties of Officers

- 1) Officers may delegate any of their duties to a Director, committee, Member, or employee, provided that they supervise the people to whom they have delegated their duties.

### 11.6 Signing Officers and Deposits

- 1) The Board shall appoint at least two of the Officers of the Society, but not more than four Directors of the Society, as signing officers for banking purposes.

## ARTICLE 12 – RESPONSIBILITIES OF DIRECTORS AND OFFICERS - INDEMNIFICATION

### 12.1 Duties of Directors, Officers

- 1) Directors, Officers and Officers shall:
  - (i) act honestly;
  - (ii) act in good faith with a view to the best interests of the Society;
  - (iii) exercise the care, diligence, and skill of a reasonably prudent person;
  - (iv) act in accordance with the Societies Act and its regulations; and
  - (v) act in accordance with the bylaws of the Society
 when exercising their powers, performing their functions, and carrying out the purposes of the Society.

## 12.2 Indemnity

- 1) Every Director or Officer of the Society and Senior Manager (whether volunteer or not), who has undertaken or is about to undertake any liability on behalf of the Society or any corporate body controlled by it, their heirs, executors, administrators, and assigns shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society from and against:
  - (i) all costs, charges, and expenses which Directors, Officers, or others sustain or incur in or about any action, suit, or proceedings which is brought, commenced, or prosecuted against them or in respect of any act, deed, or matter, made, done, or permitted by them related to the execution of their duties of office or in respect of any such liability and
  - (ii) all other costs, charges, and expenses which they sustain or incur in relation to the affairs of the Society
 except such costs, charges, or expenses as are occasioned by their own willful neglect or default.

## 12.3 Limitation of Liability

- 1) Provided that no loss is caused the Society, if an Officer or Director fails to execute his or her duties, the sole remedy of the Society shall be the removal of that Officer or Director from the Board of Directors.

## 12.4 Insurance

- 1) The Society may purchase and maintain insurance, for the benefit of its Directors, Officers, and Representatives.

## 12.5 Duties if Conflict of Interest

- 1) Directors and Officers who may benefit from or are directly or indirectly interested in a proposed contract or transaction with the Society or the outcome of a proposed resolution:
  - (i) shall disclose fully and promptly the nature and extent of their interest;
  - (ii) shall not vote on the approval of the proposed contract, transaction or motion; and
  - (iii) shall leave any meeting when the contract or matter is discussed except for the time period required to provide information,
 but shall be counted in the quorum at the meeting at which the proposed motion, contract, or transaction is considered.
- 2) Disclosure of the conflict of interest must be recorded in the minutes or in any consent resolution.
- 3) This article does not apply with respect to decisions related to indemnity for the expenses of Directors or the purchase or maintenance of insurance.
- 4) If a potential benefit should arise after a contract of transaction has been approved by the Board of Directors, the person anticipating such benefit shall advise the Board of Directors of such interest in writing and shall obtain the Board's approval prior to receipt of any financial benefit.

## **Part 6 GENERAL PROVISIONS**

### ARTICLE 13 - COMMITTEES

#### 13.1 Creation of Committees

- 1) The Members and Board of Directors may create committees and disband committees they have created.
- 2) Any five Members or more may ask the Board of Directors for status as a committee of the Society for the purposes of pursuing a particular event, program, activity, or initiative consistent with the purposes of the Society.

#### 13.2 Funding

- 1) A Committee may submit budgets requesting funds. Committee budgets shall be reviewed by the Board.

### 13.3 Harassment Officer

- 1) The Board of Directors shall appoint a Harassment Officer who shall be an individual identified by the Board of Directors as possessing the training and appropriate background to investigate complaints of harassment.

### 13.4 Standing Disciplinary Committee

- 1) The Disciplinary Committee shall consist of the President, Past President, and Harassment Officer. If either the President or Past President is involved in the disciplinary issue, the Board shall appoint a replacement from among its members.

## ARTICLE 14 - FINANCIAL STATEMENTS

### 14.1 Fiscal Year

- 1) The fiscal year of the Society shall begin January 1 each year and end December 31 in the year.

### 14.2 Form of Financial Statements

- 1) The Financial Statements shall comply with the Societies Act and the Regulations to the Societies Act and shall include:
  - (i) a note providing the information required by the Regulations to the Societies Act in respect of the remuneration, if any, paid by the Society to the Directors or Officers in the period in relation to which the financial statements are prepared, but need not identify Directors, Officers, or other persons by name and
  - (ii) a note that sets out the nature and amount of any financial assistance given by the Society in the form of a loan, a guarantee, an indemnity, or the provision of security, but need not identify the recipient by name (This provision does not apply in relation to financial assistance given by the Society in the ordinary course of the Society's activities in furtherance of the purposes of the Society).

Each note relates to the period in relation to which the financial statements are prepared.

### 14.3 Approval of Financial Statements

- 1) The Society shall not issue or circulate a financial statement other than to employees, Directors, and Officers unless the financial statement has been approved by the Directors, signed by one Director and has the audit or review report prepared in respect of the statement, if any, attached to it.

## ARTICLE 15 - ACCESS TO INFORMATION

### 15.1 Access to Information

- 1) Members may have copies of the following records of the Society without charge:
  - (i) a copy of the Constitution and Bylaws of the Society;
  - (ii) minutes, including attachments, of Board of Directors and Council of Club Representatives meetings; and
  - (iii) the most recent financial statements.
- 2) Members shall have access to the following records of the Society on reasonable notice and may have copies of the records upon payment of such reasonable fees as the Directors may decide:
  - (i) the Society's certificate of incorporation;
  - (ii) the Society's Register of Directors, with contact information provided by each director;
  - (iii) each written consent to act as director and each written resignation of a director;
  - (iv) the statement of Registered Office of the Society;
  - (v) each confirmation, other certificate, or certified copy of a record furnished to the Society by the Registrar of Companies;

- (vi) a copy of each order made in respect of the Society by any court or tribunal, in Canada or elsewhere, or a federal, provincial, or a municipal government body, agency, or official, including the registrar;
  - (vii) a copy of each disclosure of director's interest;
  - (viii) the Society's Register of Members, indicating the class of Member and including contact information provided by each Member;
  - (ix) the minutes, including attachments, of each meeting of Members, including the text of each resolution passed at the meeting;
  - (x) a copy of each Ordinary Resolution or Special Resolution;
  - (xi) the financial statements of the Society and the accountant's report, if any, on those financial statements; and
  - (xii) the minutes of each meeting of Directors and each consent resolution of Directors and a copy of each of the consents to that resolution.
- 3) The Directors may restrict the Members' right to inspect the Register of Members if in their opinion that inspection would be harmful to the Society or to the interests of one or more Members.
- 4) If the Board has not restricted inspection of the Register of Members in accordance with these bylaws, Members may apply in writing setting out their name and confirming that the information will not be used except to requisition or call a general meeting, submit a Members' proposal, or in an effort to influence the voting of Members and will then be permitted to inspect the register of Members and obtain a copy of the register upon payment of such reasonable fees as the Directors may decide.

15.2 Restrictions on Access to Information

- 1) Accounting records of the Society (other than financial statements) shall not be available to a Member or group of Members except upon approval of the Board of Directors or upon approval of an Ordinary Resolution at a general meeting.

ARTICLE 16 - AMENDMENT OR ALTERATION OF BYLAWS

- 1) The constitution and bylaws of the Society may be amended by a Special Resolution of the Society.
- 2) No repeal or amendment to the constitution or bylaws will be effective until it has been filed with the Registrar of Companies.

Approved: Dated 2019