

Christina Lake Stewardship Society Bylaws

NUMBER: S-42520

Incorporated January 02, 2001

Part 1 – Definitions and Interpretation

1.1 In these Bylaws;

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

"Board" means the directors of the Society;

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

"Director" means an individual who has been designated, elected or appointed, as the case may be, in accordance with section 42 of the Act as a member of the board of directors of the society, regardless of the title by which the individual is called;

"General Meeting" means any meeting of the members of a society;

"Member" means an applicant for the incorporation of the society who remains a member of the society, and a person who becomes, in accordance with the bylaws, a member of the society and who remains a member of the society;

"Notice" or written notice means by conventional mail, e-mail or hand delivered.

"Officer" means a person employed by the Society to carry on the business of the Society as directed by the directors.

"Ordinary resolution" means a resolution passed at a general meeting by a simple majority of the votes cast by the voting members.

"Special resolution" means a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members present at that meeting.

A special resolution is required:

- (1) when a resolution will have particular significance to the structure or ethics of the society.
- (a) the constitution or bylaws of the society are altered
- (b) a director or other member is removed from the society or disciplined
- (c) the society wants to enter into a contract that may result in a conflict of interest for a director
- (d) other significant financial alterations to the society, such as liquidation, sale of assets, or leasing of assets.

"Voting member" means a member of a society who has the right to vote under section 84 (1)(2)(3)(4) of the ACT

1.2 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.

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

Part 2 – Membership

- 2.1** 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, remain to be members in good standing.
- 2.2** **Classes of Membership;**
- (1) "Individual Member" means an applicant for the incorporation of the society who remains a member of the society, and a person who becomes, in accordance with the bylaws, a member of the society and who remains a member of the society;
- (2) "Family membership" means two adults and all their children under the age of 16 (at the time of application). Each adult shall have one vote.
- (3) "Lifetime Member" means a person who was an original founder of the Society and those nominated by the board and accepted by the membership through an ordinary resolution at a general meeting. Lifetime members are always in good standing and do not pay membership fees.
- 2.3** A person 16yrs of age and older, (at the time of application) may apply for an individual membership in the Society and on payment of their membership Fees is then a member and in good standing.
- 2.4** A copy of the Constitution and Bylaws is available on the website and every member must uphold the constitution of the Society and comply with these Bylaws.
- 2.5** Yearly membership fees are set at any general meeting by ordinary resolution.
- 2.6** A Director is by default a member
- 2.7** A member is not in good standing if the member fails to pay the member's annual membership dues within 2 months of their membership anniversary, and the member is not in good standing for so long as those dues remain unpaid.
- 2.8** 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.
- 2.9** **A person ceases to be a member of the society;**
- (a) by delivering his or her resignation to the office of the society in person or by conventional or electronic mail.
- (b) on his or her death, or
- (c) on being expelled, or
- (d) on having been a member not in good standing for 12 consecutive months.
- 2.10** A member may be disciplined or expelled by a special resolution of the members passed at a general meeting.
- 2.11** Before a member of a society is disciplined or expelled under subsection (2.9) of these bylaws, the society must;
- (a) send to the member written notice of the proposed discipline or expulsion, including reasons, and
- (b) 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.

Part 3 –Meetings of Members (aka General Meetings)

- 3.1** A general meeting (meeting of the membership) must be held at the time and place the Board determines.
- (a) Every general meeting, other than an annual general meeting, (AGM) is an extraordinary general meeting. (EGM)
 - (b) The directors may, when they think fit, convene an EGM.
 - (c) 10% of the voting members in good standing may requisition a EGM.
- 3.2** The directors of a society must call an AGM so that an AGM is held in each calendar year.
- (a) 5% of voting members can request an item be put to the agenda for the AGM
- 3.3** **Notice of Meeting;**
- (1) Notice of the date, time and location of a general meeting must be sent to every member of the society shown on the register of members on the day notice is given and, in case of special business, the general nature of that business, in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.
 - (2)
 - (a) at least 14 days before the meeting,
 - (b) not more than 60 days before the meeting.
 - (3) 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.
- 3.4** **Quorum must be met to carry on business.**
- (a) Business other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum 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.
 - (c) A quorum is 25 voting members.
 - (d) A portion of the quorum for a general meeting will be a directors quorum, (5 or 50% of the directors in office). Directors + members = 25
- 3.5** If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting is adjourned.
- 3.6** The president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 3.7** Notice of a continuation of an adjourned general meeting, where there was unfinished business, must be made to the membership within 7 days of adjournment, with a minimum notice of 7 days. No new business may be added to the agenda without 14 days notice to membership.
- 3.8** Any resolution proposed at a any meeting must be seconded, and the chair of a meeting may move or propose a resolution.
- 3.9** **Voting;**
- (a) In the case of a tie vote the chair does not have a casting or a second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
 - (b) A member in good standing present at a meeting of members is entitled to one vote.

(c) Voting by proxy is not permitted. Indirect voting is not permitted.

(d) No member may exercise more than one vote regardless of how many classes of membership they are attached to.

3.10 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.

3.11 A Special resolution requires passage of 2/3 of the voting members present all other resolutions (ordinary) (whether membership, committee or board meetings) will be passed by simple a majority (51%) of those present. In the case of a tie vote, the chair does not have a second vote and the resolution does not pass.

3.12 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.

3.13 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.

3.14 Conduction of Business;

(1) 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.

(2) 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.

Part 4 – Directors

4.1 Directors must be Qualified

- (1) A person is qualified to be a director of the society only if the person is an individual who is at least 18 years of age.
- (2) Despite subsection (1), an individual who is 16 or 17 years of age is qualified to be a director of the society if at a general meeting there is a vote in such favour.
- (3) Despite subsections (1) and (2), an individual is not qualified to be a director of a society if the individual is
 - (a) found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs,
 - (b) an undischarged bankrupt, or
 - (c) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless
 - (i) the court orders otherwise,
 - (ii) 5 years have elapsed since the last to occur of
 - (A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed,
 - (B) the imposition of a fine,
 - (C) the conclusion of the term of any imprisonment, and
 - (D) the conclusion of the term of any probation imposed, or
 - (iii) a pardon was granted or issued, or a record suspension was ordered, under the [Criminal Records Act](#) (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

- 4.2**
 - (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, 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.

- 4.3**
 - (1) The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.
 - (2) The number of directors must be no more than 12 and no less than 5.
 - (3) Directors are elected to office at a general meeting.

- 4.4**
 - (1) Directors holding office (President, Vice President, Secretary, and Treasurer) will be in for a two-year term with the remaining directors positions being up for re-election at each Annual General Meeting. The terms for the President and Secretary will be due on even years with the Vice President and Treasurer on odd years.
 - (2) Upon the nominations of new directors, elections for the President, Vice President, Secretary and Treasurer will be amongst the directors themselves.
 - (3) An election may be by acclamation, otherwise it must be by vote.

- 4.5** A designation, election or appointment of an individual as a director is invalid unless,

- (1) the individual consents in writing to be a director of the society, or
- (2) the designation, election or appointment is made at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director.

- 4.6** 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.
- 4.7** 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.
- 4.8** An act of a director is not invalid merely because of a defect in the director's designation, election or appointment or in the qualifications of that director, as well the act of the society is not invalid merely because fewer than the required number of directors have been designated, elected or appointed.
- 4.9 Removal of Directors:**
Provided that the Director is given notice and the opportunity to be present at a meeting at which their removal will be voted upon, Directors may be removed:
- a) i) By a two thirds majority vote of the full Board; if the Director has failed to attend three consecutive Board meetings without reasonable excuse or if their attendance for any eight consecutive meetings is less than seven, or
 - ii) Is consistently disruptive or noted to be driving a personal agenda, or
 - b) The members may, by special resolution, and according to these bylaws and the Act, remove a director, before the expiration of his or her term of office.

Part 5 –Meetings of the Directors

- 5.1** A directors' meeting may be called by the president or by any 2 other directors.
- 5.2** At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.
- 5.3** The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.
- 5.4** The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 5.5** The quorum for a meeting of the Directors shall be 5 or 50% of the directors in office, whichever is the lesser.
- 5.6** 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, (or at the onset of the meeting if the President has given notice of tardiness) 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.
- 5.7** 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.
- 5.8** The Board, to facilitate and expedite certain business, may from time to time utilize e-mail for discussion and subsequent voting on specific issues. The Secretary or delegate will save and attach a copy of such business to the minutes of the next directors meeting.

Part 6- Committees

6.1 Committees are formed by the Directors

(1) The directors may delegate any, 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.

6.2 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, (or at the onset of the meeting if the Chair has given notice of tardiness) the directors present who are members of the committee must choose one of their number to be the chair of the meeting.

6.3 The members of a committee may meet and adjourn as they see proper.

6.4 Any resolution proposed at a committee meeting must be seconded, and the chair of a meeting may move or propose a resolution.

Part 7 –Board Positions

7.1 Directors must be elected or appointed to the following Board positions (by the board), and a director, other than the president, may hold more than one position:

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

7.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as General Directors.

7.3 (1) The president presides at all meetings of the society and 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.

7.4 The vice president must carry out the duties of the president during the president's absence.

7.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

7.6 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) preparing the Society's financial statements;

(d) making the Society's filings respecting taxes.

- 7.7 In the absence of the secretary from a meeting, the chair must appoint another member to act as secretary at the meeting.

PART 8 – FINANCIAL AND OTHER

- 8.1 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, and a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society should that director request so.
- 8.2 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, or officer
 - (b) if the president is unable to provide a signature, by the vice-president together with one other director, or officer
 - (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors or officer.
 - (d) in relation to (a, b, and c above) at least one director must be a signatory.
- 8.3 These bylaws prohibit the society's ability to borrow money or to issue bonds, debentures, notes or other evidences of debt obligations.
- 8.4 At their discretion the board and or the membership may resolve to, through ordinary resolution, to hire or appoint a 3rd party auditor to review the societies financial records. The appointment or hired position would then expire on completion of the audit in question.
- (a) A director, member or employee of the society must not be its auditor.
 - (b) The auditor may attend general meetings.
- 8.5 A member of a society is not, in that capacity, liable for a debt or other liability of the society.
- 8.6 The society must not carry on any activity or exercise any power that the society is restricted by its bylaws from carrying on or exercising or that is contrary to its purposes or exercise any of the society's powers in a manner inconsistent with those restrictions or purposes.

Part 10 – Notice to Members

- 10.1 A notice may be given to a member, either personally, or by mail to the member at the member's registered address or by e-mail.
- 10.2 A notice sent by conventional mail is deemed to be delivered on the second day after which the notice is posted, and in proving the notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. By e-mail it is deemed to have been delivered on the first day following the day on which the notice is sent.
- 10.3 The Primary method of communication will be by e-mail.

Part 11 – Dissolution

- 11.1 Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges, and expenses that are properly incurred in the winding up shall be distributed to a like minded, environmentally focused, registered charity or charities (as defined in the Income Tax Act or ACT) in as close a proximity to Christina Lake as possible.

Revised March 13 2018 CLSS AGM :-)