

Bylaws of Grand Forks Wildlife Association (the “Society”)

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

“**Act**” means the Societies Act, SBC 2015, c 18, as amended from time to time.

“**Board**” means the 11 directors of the Society, which includes the current Past President, President, Vice President, Secretary, Treasurer, and 6 directors at large, subject from change from time to time.

“**Bylaws**” means these Bylaws as altered from time to time.

“**GFWA**” means Grand Forks Wildlife Association.

“**Ordinary Resolution**” means a resolution passed at a General Meeting by a simple majority of the votes cast by the voting members.

“**Proposal**” means a place or suggestion put forward in the form of a motion for consideration or discussion, introduced to the members for a vote at a General or Annual General Meeting

“**Special Resolution**” means a resolution passed at a General Meeting by at least 2/3 of the votes cast by the voting members, and 2/3 of the votes cast by voting board members.

“**Strategic Plan**” means a document in which the GFWA defines its vision for the future and identifies its goals and objectives. The Strategic Plan outlines the sequence in which those goals should be realized so the organization society can reach its stated vision.

“**Term**” means the time between the Annual General Meeting and the immediate next Annual General Meeting.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

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

Area of operations

1.4 The geographic area of operations and influence will conform closely to that of Region 8-15 of the Fish and Wildlife branch.

Non-partisan

- 1.5 GFWA shall be non-political, non-partisan and non-sectarian.
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PART 2 – MEMBERS

Application for membership

- 2.1 A person may apply for membership in the Society, and the person becomes a member on acceptance of the application. All members duly paid up 21 days prior to the Annual General Meeting shall be deemed valid and active members of the Society.

Duties of members

- 2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws. In addition, all members shall:
- (a) Become familiar with and follow any procedures of Grand Forks Wildlife Association, Region 8, and the BCWF as may be adopted from time to time.
 - (b) Conduct themselves while engaged in fishing, hunting or conservation activities in an ethical manner which will not bring themselves, their club, or the Region into disrepute.
 - (c) Make every effort to assist in conservation projects supported by the Grand Forks Wildlife Association, Region 8, and the BCWF.
 - (d) Be committed to providing an environment in which all individuals are treated with respect and dignity, free from discrimination, bullying, violence, or harassment. The society will not tolerate any such behavior including acts of online or verbal aggression.

Amount of membership dues

- 2.3 The annual membership fee schedule for the ensuing year shall be set at the Annual General Meeting of each year. Membership in the Grand Forks Wildlife Association will expire Dec. 31 every year and renewal for the following year needs to be received and processed by Dec. 31, or membership lapses and a new membership fee will be required. The new membership initiation fee is required for all new memberships, fee to be set at the same time as other membership fees.

Membership classifications

2.4 The annual membership will be classified by the following criteria:

- (a) Individual Adult – over the age of 17 and under the age of 65, eligible for one vote.
- (b) Family - 2 adults and dependent children 17 and under who reside at the same address, eligible for one vote per adult included in a Family Membership.
- (c) Senior – adult 65 years of age and older, eligible for one vote.
- (d) Junior – individual 17 years of age and younger, non-voting member except when there is a junior club and voting as part of the operation of that junior club.
- (e) Professional Group Membership:
 - i. Adult members of the RCMP, CBSA, Parks Canada or other government agency requiring the use of firearms in the line of duty. This membership allows the use of the member's professional firearms, not their personal recreational firearms. The use of the professional firearms at the range is not to limit or restrict the use of the range by other members at the same time.
 - ii. Range closures for professional qualifications, etc. must be arranged in writing at least 2 weeks in advance and pay the required fee, this will allow sufficient time to notify the membership of the GFWA of the range closure.
 - iii. If these professional group members wish to use their personal firearms at the range, they are required to purchase a regular club membership and follow all range rules.

Honorary Membership

2.5 Life membership may be granted to such persons as may be determined by the directors. All fees for Honorary Members to be paid by the GFWA.

Member not in good standing

2.6 Any member shall cease to be a member upon non-payment of required dues.

Member not in good standing may not vote

2.7 A member who is not in good standing:

- (a) May not vote at a general meeting, and

- (b) Is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

- 2.8** (a) Members may be subject to discipline which may include:
- i. A prohibition from serving on the executive or any committee or,
 - ii. Having their membership revoked as a result of criminal or fisheries/wildlife charges, firearms prohibitions, etc, or
 - iii. Failing to disclose any criminal charges/convictions or orders that prohibit the use of firearms.
- (b) A special resolution may be used to expel or suspend any member whose conduct shall be deemed detrimental to the Society. However, the member shall be given a full opportunity to be heard by the directors as to any complaint against him or her.

Reinstatement of a membership

- 2.9** Terminated members expelled for cause may apply to the Board for re-instatement after a period of not less than 12 months.
- (a) The Board shall consider the matter and may offer a resolution to the general meeting for consideration and vote:
- i. A special resolution is required for acceptance.

Approved methods of communication

- 2.10** Email, social media platforms and the GFWA website may be used for all communications of the club, Region, or BCWF.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of General Meetings

- 3.1** (a) General Meetings of the GFWA shall be held at the time and place, in accordance with the Societies Act, that the Board decides.

- (b) The Fundamental Principles of Roberts Rules of Order, shall govern the proceedings of the GFWA meetings, and its Directors and Committees as far as they may be applicable without coming into conflict with the Constitution and Bylaws.

General Meetings

- 3.2** Every meeting of all the Classes of Members other than the Annual General Meeting is a General Meeting.

Convening Meetings

- 3.3** The Board of Directors may, when they think fit, convene a General Meeting.
 - (a) The notice of a General Meeting shall specify the place, day and hour of meeting and the general nature of the business.
 - (b) The notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.
 - (c) 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 provided there is a quorum at that meeting.
 - (d) At least 7 days' notice of any General Meeting shall be given to the members entitled to receive notice of a General Meeting.

Annual General Meetings

- 3.4** An Annual General Meeting (AGM) of the GFWA shall be held at least once in every calendar year at the time and place the Board determines. At least 21 days' notice of Annual General Meeting shall be given.

Attendees

- 3.5** The GFWA may have in attendance representatives from any other group or organization. These individuals have no voting power but may have speaking privileges with consent of the chairman.

Requisition by members

- 3.6** The Directors of the GFWA, on the requisition of 10% or more of the voting delegates of the GFWA, must convene a General Meeting of the GFWA without delay, and the requisition must:

- (a) State the purpose of the General Meeting.
- (b) Be signed by the requisitioners; and
- (c) Be delivered or sent by registered mail to the address of the GFWA.

Proposals

3.7 Proposals for consideration at any GFWA meeting must:

- (a) Be submitted in writing to the Board not less than 28 days prior to the meeting where it is to be considered.
- (b) Contain the names of the members supporting the proposal.
- (c) Contain the support of two members in favour of the proposal.
- (d) Proposals requiring a special resolution to pass shall require 21 days notice to the members, including the written text of the proposal to be considered at the meeting.

Part 4 - PROCEEDINGS AT GENERAL MEETINGS

Business at a General Meeting

4.1 Business at a General Meeting shall only be:

- (a) The stated purpose in the call for the General Meeting.
- (b) The consideration of the financial statement if any; and
- (c) The report of the directors if any.

Business at an Annual General Meeting

4.2 Business at an Annual General Meeting shall be 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) Receive the treasurers report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements.
- (f) Approve the budget for the upcoming year.

- (g) Approve the Strategic Plan or amendments to the Strategic Plan, if applicable.
- (h) Deal with unfinished business from the last general meeting.
- (i) Elect or appoint directors.
- (j) Receive any other reports of directors' activities and decisions since the previous AGM.
- (k) Appoint an auditor if any.
- (l) Deal with new business, including any matters about which notice has been given to the members in the notice of the meeting.
- (m) Terminate the meeting.

Quorum

4.3 A minimum of 12 members shall constitute a quorum.

Business

- 4.4** (a) No business other than the election of a chairman and the adjournment or termination of the meeting shall 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 shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Meeting Termination

4.5 If, within 30 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.

Chair of a general meeting

- 4.6** The following individual is entitled to preside as the chair of a general meeting:
- (a) The individual, if any, appointed by the Board to preside as the chair.
 - (b) If the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair:
 - i. The president.
 - ii. The vice-president, if the president is unable to preside as the chair, or

- iii. If both the president and vice-president are unable to preside as the chair, one of the other directors, or past president, may present as chair at the meeting.

Alternate chair of general meeting

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

Adjournments by chair

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

Notice of continuation of adjourned general meeting

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

Methods of voting

- 4.10** 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:
- (a) 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.
 - (b) Absentee voting, email voting, and/or text voting are not permitted.

Announcement of result

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

Proxy voting

4.12 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

4.13 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.

Matters decided at meeting by special resolution

4.14 Matters to be decided at a general meeting by special resolution include:

- (a) Changes to constitution and/or Bylaws.
- (b) Motions to rescind or change any previously adopted policy.
- (c) Removal of a board member.
- (d) Expulsion of a member.

PART 5 – DIRECTORS

Number of directors on Board

5.1 The Society must have 11 directors.

Election or appointment of directors

5.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board:

- (a) To serve as a director at large, a person must have maintained membership in the GFWA for a period of one year.
- (b) To serve in the position of President, Vice President, Secretary or Treasurer, a member must have occupied the position of director at large for a full term.
- (c) The positions of President, Vice-President, Secretary, and Treasurer are to be subject to election or appointment at each Annual General Meeting.

- (d) The position of Past President shall consist of the most recent previous President who is an active member and consents to the appointment.
- (e) The 6 directors at large occupy a 2-year term.
 - i. The 6 directors at large consist of 2 cohorts of 3 directors each, which are alternately elected or appointed at every second Annual General Meeting.

Directors may fill vacancy on Board

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

Term of appointment of director filling vacancy

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

PART 6 – DIRECTORS' MEETINGS

Calling directors' meeting

- 6.1** A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

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

Proceedings valid despite omission to give notice

- 6.3** 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.

Conduct of directors' meetings

- 6.4** The directors may regulate their meetings and proceedings as they deem appropriate.

Quorum of directors

6.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

PART 7 – BOARD POSITIONS

Election or appointment to Board positions

7.1 Directors must be elected or appointed to the following board positions, and a director may not hold more than one position.

- (a) President.
- (b) Vice-president.
- (c) Secretary.
- (d) Treasurer.
- (e) Past president.

Directors at large

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 directors at large.

Role of President

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

Role of Vice-president

7.4 The vice-president is the vice-chair of the Board and is responsible for performing the duties of the president if the president is unable to act.

Role of Secretary

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.

Absence of secretary from meeting

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

Role of treasurer

7.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) Receiving and banking monies collected from the members or other sources.
- (b) Keeping accounting records in respect of the Society's financial transactions.
- (c) Preparing the Society's financial statements.
- (d) Making the Society's filings respecting taxes.

Role of past president

7.8 The past president will provide mentorship to the incoming president.

- (a) By acting as a resource for the president to ensure appropriate succession of directors.
- (b) Ensuring continuity of the organization by providing historical context.

Role of Directors at Large

7.9 The 6 elected directors at large are responsible for providing assistance and guidance to the Board and advising its conduct.

PART 8 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

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.

Signing authority

- 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.
 - (b) If the president is unable to provide a signature, by the vice-president together with one other director.
 - (c) If the president and vice-president are both unable to provide signatures, by any 2 other directors, or
 - (d) In any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.
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PART 9 – FINANCIAL

Fiscal year of the Society

9.1 The fiscal year for the Grand Forks Wildlife Association shall be for one year beginning the first day of January and ending the 31st day of December.

Financial reports for the Annual General Meeting

- 9.2** The following financial reports shall be presented at the Annual General Meeting:
- (a) The annual financial report.
 - (b) A draft budget for the year.

Financial reports to be approved by the Board

9.3 The financial reports to be presented at the Annual General Meeting must be approved by the Board, and signed by two of the directors.

- (a) If the reports have not been audited, a notation "subject to audit" will be included above the signatures.
- (b) Interim financial reports may be presented at general meetings without board review.
- (c) Interim financial reports are accepted subject to audit.

Appointment of an auditor

9.4 The Board may appoint an auditor, and assistant where necessary, from the membership independent from the Board, at the Annual General Meeting to hold the appointment for a period of one year without prejudice to re-appointment:

- (a) This function may be contracted out to a professional firm of auditors.
- (b) The Board shall give notice of the appointment in writing to the auditor and assistant which shall be their authority to conduct spot audits, as considered necessary, and an annual audit prior to the Annual General Meeting.
- (c) The notice in writing gives right of access to all financial records and related documents and to receive details considered essential to the audit from any director or other member.

Role of auditor

9.5 The auditor is responsible for doing, or making the necessary arrangements for, the following:

- (a) Conducting at least one spot audit in each financial year on any aspect of the financial records.
- (b) Submitting an audit report to the members on the financial statements that are to be placed before the club at the Annual General Meeting.
- (c) Stating in the audit report whether the financial statements present fairly the financial position of the Grand Forks Wildlife Association and the results of its operations for the period under review and does so on a basis consistent with the preceding period.
- (d) Providing detailed reasons for any comments in the audit report.

Spending and Disposition

9.6 The Board is to generally manage spending within the limits of an annual budget that is approved by a majority vote of the attending members at the Annual General Meeting.

- (a) The Board is expressly empowered to spend club funds up to \$2,000/month – not including funds directed in the budget – to purchase, lease, or otherwise acquire goods, services, property, and/or pay bills to the support the day-to-day operations of the club.
- (b) All expenditures and/or dispositions greater than \$500.00 must be approved by 2/3 of the Board.
- (c) No member, committee, or board, of the GFWA is empowered to spend, or to use club funds to purchase, lease, or otherwise acquire goods, services, property, or securities, or to dispose of club property in excess of \$2,000 without the expressed authority of a special resolution.

Borrowing powers

- 9.7** The Board may not exercise any powers in respect to borrowing funds or issuing debentures without the expressed authority of a Special Resolution.

Dissolution of the Society

- 9.8** In the event of winding up or dissolution of the Grand Forks Wildlife Association, funds and assets remaining after the satisfaction of its debts and liabilities shall be given or transferred to an organization that shares the same values as the stated purpose of the Grand Forks Wildlife Association and is recognized as a registered charitable organization. This clause previously unalterable.

Common Seal of the Society

- 9.9** The Board may provide a common seal for the Grand Forks Wildlife Association.
- (a) The Board shall have the power from time to time to destroy the seal and substitute a new seal in its place.
 - (b) The common seal shall be in the custody of the secretary.
 - (c) The common seal shall only be affixed to a document when authorized by resolution of the Board.
 - (d) The common seal may only be affixed to a document in the presence of the president and secretary together.
 - (e) Any document submitted to a society, authority, or any other entity on behalf of the GFWA that could be reasonably expected to represent the opinion or position of the

GFWA must be approved by a majority of the Board whether a seal should be affixed to the document, or not.

Strategic Plan

9.10 The Board may appoint and/or oversee a Strategic Planning Committee.

- (a) The Strategic Plan may be developed, reviewed, and amended annually by the Strategic Planning Committee as required.
- (b) All drafts and changes to the Strategic Plan are subject to members approval, by majority vote, at the Annual General Meeting.

Part 10– NOMINATING COMMITTEE

Appointment of the nominating committee

10.1 The Board shall appoint a nominating committee one month prior to the Annual General Meeting.

- (a) The nominating committee shall be chaired by the past president. If the past president is not available, the president shall appoint a committee chair.

Role of nominating committee

10.2 The nominating committee is responsible for doing, or making the necessary arrangements for, the following:

- (a) Contacting all current directors to determine if they intend to let their name to stand for re-election and for which vacancy or office.
- (b) Contacting the membership to determine if they may be prepared to stand for director or which position they seek, and informing them of the eligibility requirements as per Section 5.2
- (c) Determining whether all positions will be covered by nominations.
- (d) Sending a list of vacant positions and nominations to membership.
- (e) Advising the board of the status of nominations 14 days prior to the Annual General Meeting.
- (f) Acting as chair to conduct the elections during the Annual General Meeting.
- (g) Ensuring that only those individuals that are eligible to vote according to these Bylaws receive voting ballots for the elections at the Annual General Meeting.
- (h) Reporting the results of the elections to the chair at the Annual General Meeting.

PART 12 – AWARDS

Annual awards

- 12.1** The club may, at the discretion of the Board, accept or create awards suitable for presentation annually or as the occasion arises.

Awards committee

- 12.2** An awards committee chair will be appointed by the Board.