



GRAND FORKS WILDLIFE ASSOCIATION

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Bylaws of *Grand Forks Wildlife Association* (the "Society")

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

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

"**Board**" means the directors of the Society;

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

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

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

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 The Region shall be non-political, non-partisan and non-sectarian.

PART 2 – MEMBERS

Application for membership

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

members duly paid up 20 days prior to the annual 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.

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 the new membership fee will be required.

New member 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:

- Individual Adult – over the age of 17 and under the age of 65, eligible for one vote;
- Family - 2 adults and dependent children 17 and under who reside at the same address, eligible for one vote;
- Senior – adult 65 years of age and older, eligible for one vote;

- 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.
- Professional Group Membership - 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. If these group members wish to use their personal firearms at the range they are required to get a regular club membership. Range closures for professional qualifications, etc must be arranged at least 2 weeks in advance in writing and pay the required fee, if applicable to allow the membership of the GFWA to be notified of the range closure in advance.

Life Membership

- 2.5** Life membership may be granted to such persons as may be determined by the directors upon payment of the current appropriate fee. Charter life membership shall be confined to those life members who have paid or made a commitment to pay the appropriate fee prior to a date set by the directors.

Member not in good standing

- 2.6** Any member shall cease to be a member upon non-payment of required dues and, further, the directors shall have the power, by a majority vote of three quarters of the directors, to expel or suspend any member whose conduct shall be deemed detrimental to the Society, but before so doing such member shall be given a full opportunity to be heard by the directors as to any complaint against him.

Member not in good standing may not vote

- 2.7** A voting member who is not in good standing
(a) may not vote at a general meeting, and

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

Termination of membership if member not in good standing

- 2.8** A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months. Members may be subject to discipline which may include a prohibition from serving on the executive or any committee, or having their membership revoked as a result of criminal or fisheries / wildlife charges, firearms prohibitions, etc or failing to disclose any criminal charges / convictions / or orders that prohibit the use of firearms.

Reinstatement of a membership

- 2.11** 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. the notice of the meeting must specify that such a matter is to be placed before the members;
- ii. a 2/3 majority vote is required for acceptance.

Email and fax permitted for communication

- 2.12** Email and fax may be used for all communications of the Club, Region, or BCWF where email address or fax numbers have been provided.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

- 3.1** A general meeting must be held at the time and place the Board determines.

Ordinary business at general meeting

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

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

Notice of special business

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

Chair of general meeting

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

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

Alternate chair of general meeting

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

Quorum required

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

Quorum for general meetings

- 3.7** The quorum for the transaction of business at a general meeting is 12 voting members.

Lack of quorum at commencement of meeting

- 3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 3.9** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

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

Notice of continuation of adjourned general meeting

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

Order of business at general meeting

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

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

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

Announcement of result

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

Proxy voting not permitted

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

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

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 3 and no more than 11 directors.

Election or appointment of directors

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

Directors may fill casual vacancy on Board

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

Term of appointment of director filling casual vacancy

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

PART 5 – DIRECTORS’ MEETINGS

Calling directors’ meeting

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

Notice of directors’ meeting

5.2 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

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.

Conduct of directors’ meetings

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

Quorum of directors

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

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

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

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

Directors at large

6.2 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

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

Role of vice-president

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

Role of secretary

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

- (a) issuing notices of general meetings and 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

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

Role of treasurer

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

- (a) receiving and banking monies collected from the members or other sources;

- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

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

Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society

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

PART 8 – FINANCIAL

Fiscal year of the Society

8.1 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

8.2 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

8.3 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
 - (i) interim financial reports are accepted subject to audit.

Appointment of an auditor

8.4 The Board may appoint an auditor, and assistant where necessary, from the membership independent from the officers of the Board or employees, 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

8.5 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 limits

8.6 The Club shall, by resolution, establish the spending limits of the Board, individual directors and committees on any single item or activity.

- (a) these limits may be adjusted at any general meeting.

Borrowing powers

8.7 The Board may not exercise any powers in respect to borrowing funds or issuing debentures without the expressed authority of a Special Resolution passed by a 75% majority of the voting representatives at a general meeting.

Dissolution of the Society

8.8 In the event of winding up or dissolution of the Grand Fork |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

8.9 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.

PART 9 – NOMINATING COMMITTEE

Appointment of the nominating committee

9.1 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

9.2 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 stand for re-election and for which vacancy or office;
- (b) contacting all club members to determine if they may be prepared to stand for director and which position they seek;
- (c) determining whether all positions will be covered by nominations;
- (d) advising the Board of the status of nominations 14 days prior to the annual general meeting
- (e) acting as chair to conduct the elections during the annual general meeting;
- a) 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;

- b) reporting the results of the elections to the chair at the annual general meeting.

PART 10 – RESOLUTIONS

Resolutions provide direction for the Club

10.1 Resolutions are the means by which the wishes of the membership are translated into constitution, policy and philosophy, and as such are a vital element of the democratic process in governing the Grand Forks Wildlife Association. They provide the direction to guide the day to day operations of the Club.

Members may submit resolutions

10.2 Members may submit resolutions on matters of local, regional, provincial or national concern which are beyond their ability to deal with locally.

- a) resolutions are submitted to Club for consideration and action where feasible;
- b) after due consideration, the Club may:
 - i. take action on the matter,
 - ii. reject the resolution as being purely local in nature and not requiring outside influence, or
 - iii. submit the resolution to the BC Wildlife Federation resolution committee prior to their published deadlines for consideration;
- c) all resolutions must be discussed, accepted and passed at local club and Region general meetings before being forwarded to the BC Wildlife Federation;
 - i. all resolutions submitted to the BC Wildlife Federation must indicate at the bottom of the page the name of the sponsoring club(s) and that they have been accepted and passed at both club and Region levels.

- d) except for emergency resolutions, all resolutions from members must be submitted to the Club by the November general meeting to allow for detailed examination by the resolutions committee prior to consideration before the Board.
- i. resolutions passed by the Club must be submitted to the Region 8, or the BC Wildlife Federation by December 31st of each year.

Resolutions committee

10.3 The Board may establish a resolutions committee with delegated powers to re-draft and amalgamate similar resolutions originating from more than one member, provided that;

- (a) the general intent of the resolution is not altered,
- (b) the final draft is communicated to sponsoring clubs for comment, and
- (c) the final resolution includes the name of the sponsoring clubs.

Emergency resolutions

10.4 Emergency resolutions are considered to be matters requiring immediate action.

- (a) the acceptance and processing of emergency resolutions shall be at the discretion of the Board.

PART 11 – AWARDS

Annual awards

11.1 The Club may, at the discretion of the Board, accept or create awards suitable for presentation annually or as the occasion arises.

Awards committee

11.2 An awards committee chair will be appointed by the Board.

Awards nominations

11.3 The awards committee will accept nominations from members using the nominations form.