

Bylaws of Revelstoke Bear Aware Society
Approved at our Annual General Meeting held April 20, 2017

Part 1 — Definitions and Interpretation

1.0 Definitions

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;

"Society" means the Revelstoke Bear Aware Society.

1.2 Definitions in Act apply

The definitions in the Act apply to these Bylaws.

1.3 Conflict with Act or regulations

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

Part 2 — Membership

2.1 Application for membership

A person may apply to the directors for membership in the society and upon acceptance by the directors is a member.

2.2 Duties of members

Every member must uphold the society's constitution and comply with these bylaws.

2.3 Amount of membership dues

The amount of the annual membership dues must be determined by the board and approved at the annual general meeting. Changes will come into effect at the end of the annual general meeting.

2.4 Payment of membership dues

- a) Membership dues are to be renewed at the time of the annual general meeting.
- b) Memberships paid within three months prior to the annual general meeting will be extended into the new membership year.

2.5 Termination of membership

- a) The membership expires if membership dues are not paid within one month following the annual general meeting.
- b) Written notice is required if a member wishes to relinquish a membership part way through the term of the membership.
- c) A member may be expelled from the society by passing a special resolution of the members at a general meeting.
 - i. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - ii. 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.

2.6 Member not in good standing

A member is not in good standing if any subscription or debt is due and owing to the society.

2.7 Member not in good standing may not vote

A member who is not in good standing may not vote at a general meeting.

2.8 Termination of membership if member not in good standing

A membership in the Society is terminated if the person is not in good standing for one month.

Part 3 — General Meetings of Members

3.1 Time and place of general meeting

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

3.2 Time and place of annual general meeting

An annual general meeting must be held in each calendar year at the time and place the Board determines.

3.3 Notification of meetings

Members will be notified two weeks previous to general meetings.

3.4 Ordinary business at general meeting

At a general meeting, the following business is ordinary business:

- a) Consideration of any financial statements of the Society presented to the meeting;
- b) Consideration of the reports, if any, of the directors;
- c) Business arising out of a report of the directors not requiring the passing of a special resolution;
- d) Business arising out of a report of the directors requiring the passing of a special resolution.
- e) Election of directors to positions on the board or as directors at large.
- f) Appointment of directors to positions on the board or as directors at large.

3.5 Notice of special business

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.

3.6 Chair of general meeting

The president of the Board is to preside as chair of a general meeting. If the president is unable to preside, then the vice-president shall chair the meeting. If the vice-president is unable to preside, then one of the other directors at the meeting may chair the meeting.

3.7 Quorum required

Business, other than determining 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.

3.8 Quorum for general meetings

The quorum for the transaction of business at a general meeting is 6 voting members or 10% of the voting members, whichever is greater.

3.9 Lack of quorum at commencement of meeting

If, within 15 minutes from the time set for holding a general meeting, a quorum of voting members is not present, the meeting stands adjourned to another time and place as determined by the Directors.

3.10 If quorum ceases to be present

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. If there is not quorum within 15 minutes, the meeting must be

adjourned or terminated. The meeting may be continued at another date and time.

3.11 Adjournments by chair

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 unfinished business from the adjourned meeting.

3.12 Notice of continuation of adjourned general meeting

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.

3.13 Order of business at general meeting

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,
- g) Deal with new business, including any matters about which notice has been given to the members in the notice of meeting
- h) Elect or appoint directors to positions on the board or as directors at large.
- i) Terminate the meeting.

3.14 Methods of voting

- a) 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 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) A scrutineer will be chosen from the meeting attendees, by the majority of members present.

3.15 Proxy voting not permitted

Voting by proxy is not permitted.

3.16 Voting by electronic means

Voting is allowed by a member attending the meeting via telephone, videoconference or any other electronic means approved by the majority of members present.

3.17 Announcement of result

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.

3.18 Matters decided at general meeting by ordinary resolution

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.

3.19 Voting on ordinary resolutions and special resolutions

An ordinary resolution is passed at a general meeting if the majority of voting members present vote in favour. A special resolution is passed at a general meeting if 2/3 of the voting members present vote in favour.

Part 4 — Directors

4.1 Number of directors on Board

The Society must have no fewer than 3 and no more than 8 directors.

4.2 Election of directors

Members may elect directors to the Board at each annual general meeting.

4.3 Length of term for directors

The term of an elected director is two years. Terms begin and end at the conclusion of the annual general meeting.

4.4 Age of directors

The age of a director shall be 19 years or older.

4.5 Resignation of director

A director resigning from the Board must do so in writing.

4.6 Directors may fill a casual vacancy on Board

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 Term of appointment of director filling casual vacancy

A director so appointed holds office only until the conclusion of the next annual general meeting of the Society, and is eligible for re-election at that general meeting.

Part 5 — Directors' Meetings

5.1 Calling a directors' meeting

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

5.2 Notice of directors' meeting

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

5.3 Proceedings valid despite omission to give notice

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 Conduct of directors' meetings

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

5.5 Quorum of directors

The quorum for the transaction of business at a directors' meeting is a majority of directors then in office.

Part 6 — Board Positions

6.1 Election to Board positions

Directors must be elected to the following Board positions at an annual general meeting, and must be elected to the positions annually. A director, other than the president, may hold more than one position.

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

6.2 Directors at large

Directors who are elected or appointed to the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

6.3 Directors may appoint a current director to fill a Board position

If a director resigns while holding the position of president, vice-president, secretary, or treasurer, the Board may appoint a current director to fill that position until the next annual general meeting.

6.4 Role of president

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

6.5 Role of vice-president

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.

6.6 Role of secretary

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.

6.7 Absence of secretary from meeting

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

6.8 Role of treasurer

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) Paying invoices received by the Society;
- c) Keeping accounting records in respect of the Society's financial transactions;
- d) Preparing the Society's financial statements;
- e) Making the Society's filings respecting the Charities Directorate;
- f) Filing the annual report of the Society to the Government of British Columbia and making any other filings with the registrar under the Act.

Part 7 — Remuneration of Directors and Signing Authority

7.1 Remuneration of directors

The Society will not 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.

7.2 Compensation for expenses

The Society will compensate directors for expenses paid on behalf of the Society.

7.3 Signing authority

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

- a) 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 two other directors
- d) Cheques will be signed by the Treasurer and one other director.
- e) Electronic banking to issue payment will first be approved by in writing by the either the President, Vice-President, or Secretary before the payment is actioned by the Treasurer.

Part 8 — Dissolution

8.1 Dissolution of Society is by special resolution

The members of the Society must pass a special resolution authorizing the dissolution of the Society. The Society will appoint one or more liquidators.

8.2 Discharge debts of the Society

Prior to dissolution, any debts of the Society must be paid.

8.3 Distribution of remaining assets of Society upon dissolution

- a) Cash assets will be given to a non-profit Society in Revelstoke working to improve the environment.
- b) Physical assets related to education about bears will be given to a non-profit running an educational program similar to Revelstoke Bear Aware, in British Columbia.
- c) The choice of which agencies will receive these assets will be made by special resolution at a general meeting.

Part 9 – Viewing Register of Members

9.1 Restriction of rights to view Register of Members

The rights of members to view the Society's Register of Members is restricted in accordance with s. 25(1) of the Act and, therefore, members may not view the register of members except in accordance with the following procedures:

- a) Any member wishing to view the Register of Members may submit a written request to view the Register of Members to the Society;
- b) The written request by the member must include a statement that contains the applicant member's name and states that the information obtained from viewing the Register of Members will not be used for any purpose except those that are permitted under subsection (d), below;
- c) A member who makes a written request in accordance with subsections (a) and (b) above may, without charge, view the Register of Members subject to any reasonable period of notice and restrictions on times during which the Register of Members may be viewed as may be determined by the Directors;

- d) Information obtained from the Register of Members may only be used in connection with the following purposes:
- i. The requisitioning or calling of a general meeting under s. 75 of the Act;
 - ii. The submission of a members' proposal under s. 81 of the Act;
 - iii. The calling of a general meeting under s. 138 of the Act; or
 - iv. An effort to influence the voting of members.

9.2 Availability of Society's records to contractors and bookkeeper

The Society's contractors and bookkeeper, if any, may have access to any Society records as the Directors may determine are necessary to fulfill their duties.