



Bylaws of Revelstoke Bear Aware Society
last updated March 2026

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 the Act apply

The definitions in the Act apply to these Bylaws.

1.3 Conflict with the 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, they are 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 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 partway through the term.
- c) A member may be expelled from the Society by a special resolution passed 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 A member not in good standing may not vote

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 determining approval of any resolution of the members.

2.8 Termination of membership if the member is 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 (AGM) must be held each calendar year at the time and place determined by the Board. An AGM must be held within six months of the fiscal year end.

3.2A Requisitioned meetings

The directors must call a general meeting of the Society, if required under the Societies Act, upon receiving a requisition from voting members.

The meeting must be held within the time required by the Act.

3.3 Notification of meetings

Notice must comply with the Societies Act.

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 the general meeting

The president of the Board is to preside as chair of a general meeting. If the president is unable to preside, the vice president shall chair the meeting. If the



vice-president is unable to preside, one of the other directors present may chair the meeting.

If no individual described above is able or willing to chair the meeting within 15 minutes of the scheduled start time, the voting members present must elect an individual in attendance to act as chair for that 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 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 requisitioned by members, the meeting is terminated; and
- b) in any other case, the meeting stands adjourned to the same day of the following week, at the same time and place or by the same electronic means.

If, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the scheduled start time, the voting members present constitute a quorum.

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 no quorum within 15 minutes, the meeting must be adjourned or terminated. The meeting may be continued on another date and



time. If a quorum is not re-established within 30 minutes, the meeting may proceed in accordance with section 3.9.

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

a) The Board may establish procedures governing the conduct and order of business at meetings.

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. Members participating by electronic means are deemed present for the purposes of quorum.



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 the Board

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

4.2 Election of directors

At each annual general meeting, members may elect directors either to positions on the Board or to serve as directors-at-large.

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 the Board



The Board may, at any time, appoint a member as a director to fill a vacancy on the Board that arises from 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 appointed to fill a vacancy holds office for the remainder of the unexpired term of the director whose departure created the vacancy and is eligible for re-election.

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 director's 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 or appointment to Board positions



Directors must be elected 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

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 serving as 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 the President

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

6.5 Role of the Vice-President

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

6.6 Role of the Secretary

The secretary is responsible for ensuring that the meeting minutes of general meetings and directors' meetings, and the records of the Society, are maintained in accordance with the Societies Act and Board policy.

6.7 Absence of secretary from meeting

In the secretary's absence, the Board must appoint another individual to act as secretary.

6.8 Role of the Treasurer

The treasurer keeps accounting records for the Society, provides financial reports/statements, and ensures filings are made on time.



Part 7 — Remuneration of Directors and Signing Authority

7.1 Remuneration of directors

The Society will not pay a director remuneration for being a director, but may, subject to the Act, pay remuneration to a director for services provided to the Society in another capacity.

7.2 Compensation for expenses

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

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, the vice-president, together with one other director
- c) If the president and vice-president are both unable to provide signatures, then any two other directors
- d) Financial transaction authorization and signing authority will be established by Board resolution and governed by financial policy

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 bear education 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. A majority vote by members present is required.

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 are 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 the Society 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 member's 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 Executive Director and bookkeeper

The Board may authorize individuals to access Society records as necessary to fulfill their duties.