

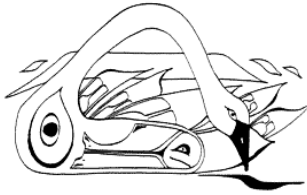
Comox Valley Naturalists Society

**IN THE MATTER OF THE “SOCIETIES ACT”
AND
IN THE MATTER OF
COMOX VALLEY NATURALISTS SOCIETY**

CONSTITUTION

- 1. The name of the Society is Comox Valley Naturalists Society.**
- 2. The objects of the society are:**
 - (a) To encourage the study of natural history, and to stimulate active interest in ecology, and the protection, conservation and wise utilization of natural resources;**
 - (b) To publish a newsletter and to distribute the same to members in good standing;**
 - (c) To publish educational material for the benefit of the public;**
 - (d) For the purposes aforesaid, to acquire or lease, and to hold and manage on a non profit basis properties of all kinds; and**
 - (e) To generally do such other things as are considered necessary for the attainment of the above objects.**
- 3. The activity of the society shall be carried on mainly in the central and upper regions of Vancouver Island, in the Province of British Columbia.**
- 4. Dissolution:**
 - (a) Winding up of the society shall be by ordinary resolution passed at a general meeting by a majority of those members entitled to vote.**
 - (b) Upon winding up of the Society, or dissolution thereof, the ordinary resolution authorizing such winding-up shall specify that all assets belonging to, or accruing to the Society shall be vested in and become the absolute property of a recognized charitable organization in Canada having objects similar to those of the Society.**

This paragraph is unalterable in accordance with the Society Act.



Comox Valley Naturalists Society

BYLAWS

INTERPRETATION

In these bylaws, unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.

1. MEMBERSHIP

Membership in the Society shall be in accordance with the following:

- (a) **Regular:** Persons over sixteen (16) years of age who have paid their dues;
- (b) **Family:** All members in one family – parent (parents) and children under 16 years of age
- (c) **Junior:** Persons under the age of sixteen (16) years, who shall be entitled to all the privileges of the Society, except the right to vote or hold office in the Society;
- (d) **Life:** Any individual member may become a life member upon payment of three hundred (300) dollars;
- (e) **Honorary:** Any member of the Society who has rendered outstanding service in the field of conservation or who has increased the knowledge of, and interest in natural history may be recommended for honorary membership and upon the awarding of such honorary membership shall be exempt from the payment of any further dues to the Society while remaining entitled to all the privileges of regular members. Proposals for honorary membership shall be made in writing to the Board of Directors and signed by two members in good standing. Such proposals shall remain confidential until the Board of Directors either brings the proposal to the general membership for confirmation or decides against it.

2. CESSATION OF MEMBERSHIP

Membership in the Society shall cease for the following reasons, namely:

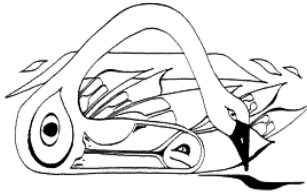
- (a) Upon the death of the member;
- (b) Upon resignation of the member;
- (c) Upon failure of a member to pay his dues within ninety days (90) from the beginning of the calendar year in which the same became due;
- (d) For sufficient cause by special resolution passed at a general meeting.

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3. MEETINGS

- (a) The annual general meeting of the Society shall be held each year within the first three (3) months of the calendar year, and notice thereof shall be given to members at least fourteen (14) days in advance by an announcement at prior general meetings, an announcement in the Society's newsletter and an announcement in the press;
- (b) There shall be a minimum of eight (8) general meetings in each calendar year, and extraordinary meetings may be called by the President at any time; notice of meetings shall be given at prior general meetings and/or by an announcement in the press;
- (c) Twenty members entitled to vote shall constitute a quorum for the transaction of business at any regular, extraordinary or annual general meeting;
- (d) Voting by proxy is not permitted;
- (e) Without limiting the generality of the foregoing, however, the Board of Directors shall be empowered to deal with normal routine business affairs of the Society as it deems advisable, without referral to a meeting of the members.

4. APPOINTMENT AND REMOVAL OF DIRECTORS AND OTHER OFFICERS, AND THEIR DUTIES, POWERS AND REMUNERATION

- (a) The officers of the Society shall be:

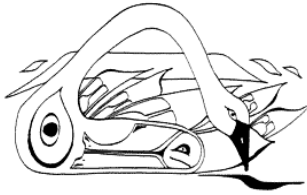
President
Vice-President
Secretary
Treasurer

- (b) The President shall preside over the Society meetings and Board of Directors meetings and he shall have the power to call extraordinary meetings. He shall be ex officio member of all committees, and shall be responsible for carrying out the objects of the Society;
- (c) The Vice-President shall preside over Society meetings and Board of Directors meetings in the absence of the President;
- (d) The Secretary shall keep accurate minutes of all general and extraordinary meetings of the Society as well as of Board of Directors meetings. The Secretary shall be responsible for the preparation and custody of all minutes. The Secretary shall give notice of meetings as required;
- (e) The Treasurer shall receive, deposit and make disbursements of all the moneys of the Society, provided, however, that no disbursement shall be made except upon the authorization of the Board of Directors.. The Treasurer shall keep

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accurate records of the moneys of the Society, and render a complete statement to the members of the Society at the annual general meeting;

(f) The officers shall be elected by a quorum of members present and voting at the annual general meeting of the Society. An election may be by acclamation otherwise it must be by ballot. The officers so elected shall hold such office until the election of their successors following the annual general meeting of the Society next held after their election;

(g) In the event that there are insufficient nominees to elect all of the officers at the annual general meeting, an election shall be held at a subsequent general meeting to fill the vacant positions;

(h) A Federation of British Columbia Naturalists Director shall be appointed by the members of the Society as its representative at an annual general meeting of the Society. The FBCN Director so appointed shall hold such office until the appointment of his successor following the annual general meeting of the Society next held after his appointment. The FBCN Director shall act as the liaison between the Society and the FBCN and shall attend appropriate annual, general and regional FBCN meetings. He shall submit reports to the FBCN and report back to the Society items of interest arising from FBCN meetings;

(i) The Board of Directors of the Society shall be composed of the four officers as well as the immediate Past President of the Society and the Federation of British Columbia Naturalists Director;

(a) The Board of Directors shall meet at the discretion of the President but there shall be a minimum of six (6) meetings of the Board of Directors in each calendar year. Two thirds of the membership of the Board of Directors shall constitute a quorum for the transaction of business at Board of Directors meetings;

(b) The Board of Directors shall from time to time prescribe the officers who shall be empowered to sign cheques and other instruments, and draw against the funds on deposit;

(c) The Board of Directors shall have the power to fill vacancies on the Board;

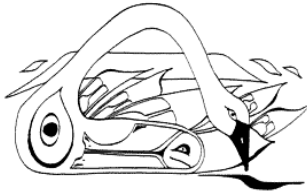
(d) No Director shall be entitled to receive remuneration for his services.

(j) A nominating committee, appointed by the President at a general meeting preceding the annual general meeting, shall present a slate of nominations for

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officers at the annual general meeting. Further nomination may be made from the floor;

(k) The officers of the Society and the Board of Directors shall cease to hold office if:

(a) The holder of such office ceases to be a member, resigns or dies;

(b) The holder of such office fails without good and valid excuse to attend four consecutive general meetings of the Society and is declared to be in default by a majority vote of the members present and voting at any general meeting;

(c) The holder of such office is guilty of conduct considered prejudicial to the Society; in which case he may be removed from office by a majority vote of the members present and voting at a general meeting.

5. BORROWING POWERS

The Board of Directors may for the benefit of the Society borrow money when authorized by a special resolution passed by members at a general meeting.

6. AUDIT OF ACCOUNTS

The Directors may appoint an auditor who will audit the books and records of the Treasurer, and who in turn will report to the Society at the annual general meeting. The Society's fiscal year shall coincide with the calendar year.

7. CUSTODY AND USE OF THE SEAL OF THE SOCIETY

The Seal of the Society shall remain in the custody and control of the Board of Directors, and shall be affixed to any document requiring the same in the presence of the President and the Secretary, or in the presence of any three Directors of the Society.

8. ALTERATION OF BYLAWS

The bylaws of the Society may be amended by a special resolution passed at a general meeting of the Society. Announcement of the proposed amendment shall be read at a general meeting at least one month prior to the meeting at which the vote is to be held. A majority of not less than 75% of the votes of those members present and voting shall be required for the passing of the amendment.

9. INSPECTION OF SOCIETY BOOKS AND RECORDS BY MEMBERS

The books and records of the Society may be inspected by any member of the Society at any general or annual general meeting of the Society.

Amended February 17th, 2008

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