

# **Bylaws of Comox Valley Naturalists Society**

## **Part 1 – DEFINITIONS**

### **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;

“**Special Resolution**” means any of the following:

- (a) a resolution passed at a general meeting by at least 3/4 of the votes cast by the voting members cast in person,
- (b) a resolution consented to in writing by all of the voting members;
- (c) written notice of resolution provided at least 28 days in advance of the vote to the membership.

### **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.

## **Part 2 – MEMBERS**

### **Application for membership**

**2.1** A person may apply to the Board for membership in the Society.

### **Duties of members**

**2.2** Every member must uphold the constitution of the Society and must comply with these Bylaws.

### **Amount of Annual Dues**

**2.3** The amount of annual dues shall be determined by the Board, and ratified by the general membership.

## **Cessation of Membership**

**2.4** Membership in the Society shall cease for the following reasons:

(a) Upon failure of a member to pay his dues within ninety days (90) from the member's anniversary calendar date on which the same became due; or

(b) For sufficient cause by special resolution passed at a general meeting.

## **Part 3 – GENERAL MEETINGS OF MEMBERS**

### **Annual General Meeting**

**3.1** 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 the members at least fourteen (14) days in advance by at least three of the following methods: an announcement at a prior general meeting, or an announcement on the Society's media communication, or an announcement in the press, or by electronic means.

### **Quorum for General Meetings**

**3.2** Twenty (20) members entitled to vote shall constitute a quorum for the transaction of business at any regular, extraordinary or Annual General Meeting.

### **Proxy voting not permitted**

**3.3** Voting by proxy is not permitted.

## **Part 4 – DIRECTORS**

### **Number of directors on Board**

**4.1** The Board of Directors of the Society must have no fewer than 3 members.

### **Election 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 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 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 MEETING**

### **Directors Meeting**

- 5.1** 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.

### **Quorum of Directors**

- 5.2** Two thirds of the membership of the Board of Directors shall constitute a quorum for the transaction of business at Board of Directors meeting.

### **Decisions by Consensus**

- 5.3** The Board reaches decisions by consensus, and submits decisions for ratification to the General Membership.

### **Conduct Business by Electronic Means**

- 5.4** The Board may conduct business in person, or by email, or other electronic means.

### **Scope of Business**

- 5.5** 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. Unilateral decisions will be reported to the members no later than at the next General Meeting.

## **Part 6 – BOARD POSITIONS AND DUTIES**

### **Board Positions**

- 6.1** a) The executive directors of the Society shall be:

President;  
Vice-President;  
Secretary; and  
Treasurer.

- b) Additional non-executive directors may be added from time to time.

- c) Unless otherwise specified, the term "director" will apply equally to executive or other directors.

### **Role of President**

#### **6.2** The President:

- a) presides at all meetings of the Society and of the directors;
- b) shall have the power to call extraordinary meetings;
- c) shall be ex officio member of all committees; and
- d) shall be responsible for carrying out the objects of the Society.

### **Role of Vice-President**

#### **6.3** The Vice-President shall preside over Society meetings and Board of Directors meetings in the absence of the President.

### **Role of Secretary**

#### **6.4** The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- a) shall keep accurate minutes of all general and extraordinary meetings of the Society and of Board of Directors meetings;
- b) shall be responsible for the preparation and custody of all minutes;
- c) shall give notice of meetings as required; and
- d) shall have the authority to write letters on behalf of the Board of Directors and the Society. This task may be delegated to a separate Correspondence Secretary.

### **Absence of Secretary from meeting**

#### **6.5** 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**

#### **6.6** The Treasurer shall:

- a) 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;

- b) keep accurate records of the moneys of the Society; and
- c) shall render a complete statement to the members of the Society at the annual general meeting.

### **Role of BC Nature (BCN) Director**

**6.7** The BCN Director shall:

- a) act as the liaison between the Society and BCN and shall attend appropriate annual, general and regional BCN meetings;
- b) shall submit reports to BCN and report back to the Society items of interest arising from BCN meetings; and
- c) be a member of the Board of Directors of the Society.

### **Role of Non- executive Directors**

**6.8** The role of the Non-executive Director(s):

- a) shall be determined prior to seeking nominees; and
- b) such a director's position may be removed once the duties are no longer required.

### **Directors cease to hold office**

**6.9** A director of the Society shall cease to hold office if:

- a) the holder of such office ceases to be a member, resigns or dies; or
- 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; or
- c) the holder of such office is guilty of conduct considered prejudicial to the Society; in which case he or she may be removed from office by a majority vote of the members present and voting at a general meeting.

## **Part 7 – REMUNERATION, SIGNING AUTHORITY AND DISSOLUTION**

### **Remuneration of Directors**

**7.1** No Director shall be entitled to receive remuneration for his or her services.

## **Signing Authority**

**7.2** The Board of Directors shall from time to time prescribe the directors who shall be empowered to sign cheques and other instruments, and to draw against the funds on deposit.

## **Borrowing Powers**

**7.3** 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.

## **Audit of Accounts and Fiscal Year**

- 7.4** a) 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.
- b) The Society's fiscal year shall coincide with the calendar year.

## **Custody and Use of the Seal of the Society**

**7.5** 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.

## **Alteration of Bylaws**

**7.6** 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, if possible, shall be read at a general meeting at least 28 days prior to the meeting at which the vote is to be held.

## **Inspection of Society Books and Records by Members**

**7.7** The books and records of the Society may be inspected by any member of the Society at the annual general meeting of the Society, or by appointment with a director.

## **Dissolution of the Society**

- 7.8** a) Winding up of the Society shall be by special resolution passed at a general meeting.
- b) Upon winding up of the Society, or dissolution thereof, the special 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 purposes similar to those of the Society. This provision was previously unalterable.