

Comox Valley Naturalists Society

(Society Incorporation Number: S0011915)

Bylaws

As amended at the General Meeting on May 25, 2025

P.O. Box 3222
Courtenay BC
V9N 5N4

Bylaws of Comox Valley Naturalists Society

Amended May 25, 2025

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;

“**Society**” means the Comox Valley Naturalists Society;

“**special resolution**” means a resolution that requires more than a simple majority of the votes cast to pass. The Act specifies the minimum voting threshold that societies may use for special resolutions, and specifies certain matters that require a special resolution.

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 becomes a member of the Society for the period of a calendar year by completing a membership form, including the Informed Consent and Assumption of Risk Agreement, and paying the prescribed fee.

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.

Who can vote

2.4 [Repealed]

Cessation of membership

2.5 Membership in the Society shall cease for the following reasons:

- a) Upon failure of a member to pay their dues by January 31st of the year following their active annual membership; 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 fiscal year within the first three months of the fiscal year.

Notice of general meetings

3.2 Notice of a general meeting shall be given to the members by the following methods: an announcement at a prior general meeting, by an announcement in email to members at least 14 days in advance, and by an announcement on the Society's website throughout the period commencing 14 days in advance of the meeting until the meeting is held. The notice shall include the text of any resolution that is to be voted on at the meeting.

Form of general meetings

3.3 General meetings may be conducted as in-person meetings, fully electronic meetings, or partial electronic meetings, as determined by the board. Electronic meetings shall allow full participation by the remote participants.

Quorum for general meetings

3.4 Twenty (20) members entitled to vote shall constitute a quorum for the transaction of business at any general meeting.

Resolutions

3.5 All resolutions at general meetings shall be presented by the board. A member with a proposal for a resolution shall present their proposal to the board in writing. The board shall consider such proposals in a timely manner.

3.6 The board may designate any resolution which it deems of particular importance to be a special resolution. This is in addition to those matters for which the Act requires a special resolution.

- 3.7 Passage of a special resolution shall require the portion of votes cast that is specified by the Act.

Proxy voting not permitted

- 3.8 Voting by proxy is not permitted.

Part 4 – DIRECTORS

Minimum number of directors

- 4.1 The board of directors shall have no fewer than 3 members.

Term of office of directors

- 4.2 Directors hold office from the time they are elected or appointed until the next annual general meeting.

Election of directors

- 4.3 At each annual general meeting, the members entitled to vote must elect the board.

Appointment of directors

- 4.4 The board may, at any time, appoint a member as a director to fill a vacancy that arises as a result of the resignation, death or incapacity of a director during the director's term of office, or as a result of the creation of a new non-executive director position.

Part 5 – DIRECTORS MEETINGS

Directors meeting

- 5.1 The board shall meet at the discretion of the President but there shall be a minimum of 6 meetings of the board in each calendar year.

Quorum of directors

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

Conduct business by electronic means

- 5.3 Board meetings may be conducted as in-person meetings, fully electronic meetings, or partial electronic meetings, as determined by the board. Electronic meetings shall allow full participation by the remote participants.

Scope of business

- 5.4** The board 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. All board decisions shall be minuted.

Part 6 – BOARD POSITIONS AND DUTIES

Board positions

- 6.1** a) The executive directors of the Society shall be:
- President
 - Vice-President
 - Secretary
 - Treasurer
- b) The non-executive directors of the Society shall be:
- BC Nature Representative
 - Other directors defined by the board from time to time
- c) Unless otherwise specified, the term “director” applies equally to executive and non-executive directors.

Role of President

- 6.2** The President:
- a) shall preside at all general meetings and board meetings;
 - b) may call extraordinary general meetings;
 - c) shall be ex officio member of all committees.

Role of Vice-President

- 6.3** a) The Vice-President shall preside over general meetings and board meetings in the absence of the President.
- b) In the absence or incapacity of both the President and Vice-President, the board shall appoint another director as chair of the meeting.

Role of Secretary

- 6.4** The Secretary is responsible for the following:
- a) shall keep accurate minutes of all board meetings and general meetings
 - b) shall be responsible for the preparation and custody of all minutes;

- c) shall give notice of board meetings as required; and
- d) shall have the authority to write letters on behalf of the board and the Society. This task may be delegated to a separate correspondence secretary.

6.5 In the absence of the Secretary from a meeting, the Board shall appoint another member to act as secretary at the meeting.

Role of Treasurer

6.6 The Treasurer may create and chair a finance committee consisting of Society members to assist with the Treasurer's duties.

6.7 The Treasurer shall perform or oversee the following financial tasks:

- a) receive, deposit and make disbursements of the moneys of the Society. All disbursements require the signature (or equivalent) of a member of the finance committee in addition to that of the Treasurer, and all disbursements must be authorized in one of these ways:
 - i) are in accordance with the current approved budget;
 - ii) unbudgeted expenditures up to \$1000 may be authorized by the board;
 - iii) unbudgeted expenditures over \$1000 must be approved at a general meeting.
- b) keep accurate records of the moneys of the Society; and
- c) render a complete financial statement to the members of the Society prior to the annual general meeting.

Role of BC Nature (BCN) Representative

6.8 The BCN Representative shall:

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

Other non- executive directors

6.9 The roles of other non-executive director(s) shall be determined by the board prior to seeking nominees.

6.10 Such a director's position may be removed once the duties are no longer required.

Directors cease to hold office

6.11 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 board 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 – FINANCE AND CONTRACTS

Remuneration of directors

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

Signing authority for contracts

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, or
- b) by one or more individuals authorized by the board to sign the record on behalf of the Society.

Borrowing power

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

Review of accounts

7.4 The board may appoint a non-director to review the financial records of the Society, and who in turn will report to the Society at the next annual general meeting or earlier as appropriate.

Fiscal year

7.5 The Society's fiscal year shall coincide with the calendar year.

PART 8 - MISCELLANEOUS

Inspection of Society records by members

- 8.1** The records of the Society, including financial records, may be inspected by any member of the Society by appointment with a director.

Custody and use of the seal of the Society

- 8.2** The seal of the Society shall remain in the custody or control of the board, and shall be affixed to any document requiring the same in the presence of any two executive directors.

Alteration of bylaws

- 8.3** The bylaws of the Society may be amended by a special resolution passed at a general meeting of the Society.

Dissolution of the Society

- 8.4** 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.