

Updated, approved and filed January 2020

Society Incorporation Number: S0044937

CONSTITUTION

1. The name of the society is **Lillooet Naturalist Society**.

2. The purposes of the society are:

To promote the enjoyment and understanding of nature by our members and the public.

To encourage the establishment of protected natural areas, as represented in parks, ecological reserves, wilderness areas, wildlife management areas, wild and scenic rivers and other such protected areas. To defend the integrity of natural areas.

To promote and engage in the funding and research needed for protecting the integrity of natural ecosystems.

To encourage and engage in the protection and restoration of threatened and endangered species, with special attention to the preservation of essential habitats.

BYLAWS

Bylaws of Lillooet Naturalist Society

Part 1 – Interpretation

1. In these bylaws, unless the context otherwise requires:

“**director**” means a member of the society appointed or elected to the position;

“**officer**” means a director that holds office, that is the president, vice president, secretary and treasurer

“**Society Act**” means the *Society Act* of British Columbia and all amendments to it;

“**registered address**” of a member means the member’s address as recorded in the register of members

The definitions in the **Society Act** on the date these bylaws become effective apply to these bylaws

2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation

Part 2 – Membership

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

4. A person may apply to the directors for membership in the society and on acceptance by the directors is a member. Acceptance is based on completing a membership form and paying the annual dues. Membership includes being a member of the society with the right to vote and

preferential admission to events organized and hosted by the society as well as membership in BC Nature.

5. Every member must uphold the constitution and comply with these bylaws.
6. The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues for the next calendar year must be determined at the annual general meeting of the society. Membership is for the calendar year (January 1 to December 31) and is due January 1st with a grace period of 90 days. Memberships not paid by April 1st are expired and removed from the membership roster.
7. A person ceases to be a member of the society
 - (a) by delivering his or her resignation in writing or by email to the secretary of the society or by mailing or emailing or delivering it to the address of the society,
 - (b) on his or her death or, in the case of a corporation, on dissolution,
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for 3 consecutive months.
8. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (3) 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.
9. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 – Meetings of Members

10. General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide. Meetings are held in accordance with the most recent Robert's Rules of Order except where the rules are inconsistent with the bylaws of the society.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, when they think fit, convene an extraordinary general meeting.
13. (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
 - (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
14. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 – Proceedings at General Meetings

15. Special business is

- (a)** All business at an extraordinary general meeting except the adoption of rules of order, and
- (b)** All business conducted at an annual general meeting, except the following:
 - I. the adoption of rules of order;
 - II. the consideration of the financial statements;
 - III. the report of the directors;
 - IV. the report of the auditor, if any;
 - V. the election of directors;
 - VI. the appointment of the auditor, if required;
 - VII. the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

- 16. (1)** Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- (2)** If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3)** A quorum is 5 members, of which at least three are directors, present or a greater number that the members may determine at a general meeting.

17. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the meeting is adjourned.

18. (1) A general meeting may be adjourned and business must not be conducted at an adjourned meeting. Unfinished agenda items at an adjourned meeting are brought forward to the next meeting. Discussions following an adjourned meeting do not constitute business.

(2) When a meeting is adjourned notice of the adjourned meeting must be given as in the case of the original meeting.

19. (1) A resolution proposed at a meeting needs to be seconded, and the chair of a meeting may move or propose a resolution.

(2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she is entitled to as a member, and the proposed resolution does not pass.

20. (1) A member in good standing present at a meeting of members is entitled to one vote.

(2) Voting is by show of hands. **(3)** Voting by proxy is not permitted.

21. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

Part 5 – Directors and Officers

22. (1) The directors may exercise all the powers and act on behalf of the society, but subject, nevertheless, to

(a) all laws affecting the society,

(b) these bylaws, and

(c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.

(2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

23. (1) The president, vice-president, secretary and treasurer and one or more other persons are the directors of the society.

(2) The number of directors must be a minimum of 5 to a maximum of 7.

24. (1) The directors must retire from office at each annual general meeting when their successors are elected.

(2) Separate elections must be held for each office to be filled.

(3) An election may be by acclamation, otherwise it must be by ballot or by show of hands.

(4) If a successor is not elected, the person previously elected or appointed continues to hold office, if they are in agreement.

25. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

(2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.

26. (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.

(2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

(3) Duties if Conflict of Interest

(a) Directors and officers who may benefit from or are directly or indirectly interested in a proposed contract or transaction with the society shall: disclose fully and promptly their interest; and, shall not vote on the proposed contract, transaction or motion; and, shall leave any meeting when the matter is discussed, except for the time period required to provide

information, but shall be counted in the quorum at the meeting in which the matter is considered. If a potential benefit should arise after a matter has been approved the person anticipating such a benefit shall advise the directors of such interest and shall obtain the directors' approval prior to receipt of any financial benefit.

(b) Disclosure of the conflict of interest must be recorded in the minutes

(c) A director must not be remunerated for being or acting as a director but may be reimbursed for expenses necessarily and reasonable incurred by the director while engaged in the affairs of the society.

27. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

Proceedings of Directors

28. (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit. The meetings or the business of the directors may be by email or other electronic means, teleconference or in person. Approval of resolutions may be by email and if so decided should then be included in the next meetings' minutes.

(2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.

(3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one from their number to be the chair at that meeting.

(4) A director may at any time, on the request of a director, convene a meeting of the directors.

29. (1) The directors may delegate any, but not all, of their powers to committees consisting of a director or directors as they think fit.

(2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

30. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.

31. The members of a committee may meet and adjourn as they think proper.

32. For the first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting or members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

33. A director who may be temporarily absent from British Columbia for over 30 days may send or deliver to the address of the society a waiver of notice, which may be by letter or email, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

(a) a notice of meeting of directors is not required to be sent to that director, and

(b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.

34. (1) Questions arising at a meeting of the directors and committee must be decided by a majority of votes.

(2) In the case of a tie vote, the chair does not have a second or casting vote.

35. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

36. A resolution in writing or by email, approved by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of the directors.

Part 7 – Duties of Directors

37. (1) The president presides at all meetings of the society and of the directors.

(2) The president is the chief executive officer of the society and must oversee the other officers in the execution of their duties.

38. The vice president must carry out the duties of the president during the president's absence.

39. The secretary must do the following:

(a) conduct the correspondence of the society;

(b) issue notices of meetings of the society and directors;

(c) keep minutes of all meetings of the society and directors;

(d) have custody of all records and documents of the society except those required to be kept by the treasurer;

(e) maintain the register of members.

40. The treasurer must

(a) keep the financial records, including books of account, necessary to comply with the Society Act, file the required reports, and

(b) provide financial statements to the directors, members and others when required.

41. (1) The offices of the secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

(2) If the secretary treasurer holds office, the total number of directors must not be less than 5

42. Directors may delegate any of their duties to another director or a qualified member.

43. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 – Logo

44. The directors may provide a logo for the society for use in official society business

Part 9 – Financial

45. (1) The fiscal year is January 1 to December 31.

(2) The Society shall be carried on without purpose of gain for its members. Any profits to the Society shall be used for promoting its purposes.

(3) Members of the Society shall not be remunerated for acting on behalf of the society. Members may be reimbursed for all expenses incurred by the while engaged in the affairs of the Society at the request of the directors.

(4) The funds of the Society shall be applied solely for the aims of the Society as stated in the Constitution. At the discretion of the directors a member may be paid for a specific service or a defined project from time to time for the benefit of the society.

(5) In the event of the dissolution of the society, funds and assets of the society remaining after the satisfaction of debts and liabilities shall be given or transferred to such other organization most closely promoting the same purposes of this society. Winding up of the society shall be by ordinary resolution passed at a general meeting of the society by the majority, after sufficient notice has been given to all members of the society.

46. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

47. A debenture must not be issued without the authorization of a special resolution.

48. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 Auditor

49. (1) This part applies only if the society is required or has resolved to have an auditor.

(2) The first auditor must be appointed by the directors. Should a vacancy occur in the auditor position mid-term the directors will appoint another auditor until the annual general meeting.

(3) At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

(4) An auditor may be removed by ordinary resolution.

- (5) An auditor must be promptly informed in writing of the auditor's appointment or removal.
- (6) A director or employee of the society must not be its auditor.
- (7) The auditor may attend general meetings.

Part 11 – Notices to Members

50. (1) A notice may be given to a member, either personally, by email or by mail to the member's registered address.

(2) A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

(3) Notice of a general meeting must be given to

(a) every member shown on the register of members on the day notice is given, and

(b) the auditor, if Part 10 applies

(4) No other person is entitled to receive notice of a general meeting.

Part 12 – Bylaws

51. (1) On being admitted to membership, each member is entitled to access to a copy of the constitution and bylaws of the society. These documents are freely accessible on our website.

(2) These bylaws must not be altered or added to except by special resolution.