

## **Model Bylaws (Societies Regulation 2015, Schedule 1)**

### **Bylaws of The Slocan River Streamkeepers (the "Society")**

#### **PART 1 – DEFINITIONS AND INTERPRETATION**

**The purpose of the Society is to promote community stewardship of the Slocan River through education, collaboration and action.**

**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.

#### **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, and the person becomes a member on the Board's acceptance of the application.

##### **Duties of members**

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

##### **Amount of membership dues**

**2.3** The amount of the annual membership dues, if any, will be determined by the Board.

##### **Member not in good standing**

**2.4** A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

### **Member not in good standing may not vote**

- 2.5** A voting 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 consenting to a resolution of the voting members.
  - (c) may not be a director of the Society

### **Termination of membership if member not in good standing**

- 2.6** A person's membership in the Society may be terminated if the person is not in good standing for 12 consecutive months.

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

### **Time and place of general meeting**

- 3.1** A general meeting will be held at the time and place the Board determines. The date, time and place of the meeting will be published 21 days prior to the meeting.

### **Ordinary business at general meeting**

- 3.2** The order of business at a general meeting is as follows:
- (a) elect an individual to chair the meeting, if necessary;
  - (b) determine that there is a quorum;
  - (c) approve the agenda;
  - (d) approve the minutes from the last general meeting;
  - (e) deal with unfinished business from the last general meeting;
  - (f) if the meeting is an annual general meeting,
    - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
    - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
    - (iii) elect or appoint directors, and
    - (iv) appoint an auditor, if any;

- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

### **Notice of special business**

- 3.3** A notice of a general meeting will 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.

### **Chair of general meeting**

- 3.4** An individual appointed by the Board will preside as Chair of a general meeting.

### **Alternate chair of general meeting**

- 3.5** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

### **Quorum required**

- 3.6** Business, other than the election of 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.

### **Quorum for general meetings**

- 3.7** The quorum for the transaction of business at a general meeting is 5 voting members or 10% of the voting members, whichever is greater.

### **Lack of quorum at commencement of meeting**

- 3.8** 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 convened on the requisition of members, the meeting is terminated, and
  - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of

the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

### **If quorum ceases to be present**

**3.9** 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 or until the meeting is adjourned or terminated.

### **Adjournments by chair**

**3.10** 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 business left unfinished at the adjourned meeting.

### **Notice of continuation of adjourned general meeting**

**3.11** 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.

### **Methods of voting**

**3.12** At a general meeting, voting will be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members.

(1) Decisions at a meeting shall strive to be consensus oriented.

This means that all members shall make every effort to find full agreement amongst all members before a decision is determined by vote.

It is recognized that there are degrees of agreement in consensus decision making.

1. Full agreement to support a decision
2. Ability "to live with" the decision
3. Stand aside. (A person does not necessarily agree with a decision but will not block it.)
4. Not ready to make a decision
5. No agreement

Consensus is defined as general agreement (points 1,2 and/or 3 above) by members.

When consensus cannot be achieved and impasse is reached, the following procedure will be followed:

- (a) Those disagreeing must provide a description of the interest not accommodated by the proposal at hand, alternative proposals for how those interests could be accommodated and a description of how these alternative proposals accommodate the interests of others.
- (b) In response, those agreeing with the original proposal must convey how it meets the interests of those disagreeing, as well as how it could be amended to better meet the interests.

(2) In the interest of timely decision making when impasse is outstanding, the group will invoke a voting mechanism of seventy five percent (75%) majority required to pass.

#### **Announcement of result**

**3.13** The chair of a general meeting will announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

#### **Proxy voting not permitted**

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

#### **Matters decided at general meeting by ordinary resolution**

**3.15** A matter to be decided at a general meeting will 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.

### **PART 4 – DIRECTORS**

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

**4.1** The Society will have no fewer than 3 and no more than 11 directors.

#### **Election or appointment of directors**

**4.2** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors will elect or appoint the Board.

#### **Directors may fill casual 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 casual 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' MEETINGS**

**Calling directors' meeting**

**5.1** A directors' meeting may be called by the president or by any 2 other directors.

**Notice of directors' meeting**

**5.2** At least 3 days' notice of a directors' meeting will be given unless all the directors agree to a shorter notice period.

**Proceedings valid despite omission to give notice**

**5.3** 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.

**Conduct of directors' meetings**

**5.4** The directors may regulate their meetings and proceedings as they think fit.

**Quorum of directors**

**5.5** The quorum for the transaction of business at a directors' meeting is a majority of the directors.

**PART 6 – BOARD POSITIONS**

**Election or appointment to Board positions**

**6.1** Directors will be elected or appointed 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.

### **Directors at large**

**6.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

### **Role of president**

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

### **Role of vice-president**

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

### **Role of secretary**

**6.5** The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

### **Absence of secretary from meeting**

**6.6** In the absence of the secretary from a meeting, the Board will appoint another individual to act as secretary at the meeting.

### **Role of treasurer**

**6.7** The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

## **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

**7.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

### **Signing authority**

**7.2** A contract or other record to be signed by the Society will be signed on behalf of the Society

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.