

CONSTITUTION OF FORED BC SOCIETY

The Name of the Society is:

FORED BC SOCIETY

The Purposes of the Society are:

- a. To advocate and promote the utilization of forests and other natural environments and the wildlife therein in British Columbia to secure the optimum balance of social, economic, cultural and environmental benefits.
- b. To advocate and promote the protection, conservation, rehabilitation and enhancement of such environments.
- c. To provide balanced educational programs, to schools K-12 and to the public, about forests and other natural environments and the wildlife therein in British Columbia including, without limitation, education about the protection, conservation, rehabilitation and enhancement of such environments and related public safety programs.
- d. To engage in activities that serve to protect, conserve, rehabilitate or enhance forests and other natural environments and the wildlife therein in British Columbia.
- e. To cooperate and create partnerships with public, private, national and global organizations that support our mandate and build capacity.
- f. To increase public understanding and support for the cultural and historic role of forests and other natural environments and the wildlife therein in British Columbia including, without limitation, the relationship of First Nations to the environmental legacy of British Columbia.

FORED BC SOCIETY

BYLAWS

Last revised March 17, 2017

As part of transition to new BC Society Act.

http://www.bclaws.ca/civix/document/id/complete/statreg/15018_01#section241

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Bylaws of *FORED BC SOCIETY*

PART 1 – DEFINITIONS AND INTERPRETATION

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.

“**Honorary Member**” means a person so elected under these bylaws.

“**Member**” means any individual or entity conforming to the terms of membership in the organization.

“**Officers**” means those persons elected or appointed under Part 6-Board Positions.

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 – MEMBERSHIP

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. The Society reserves the right to withhold membership from individuals or entities where it is deemed by the Board of Directors to be conflict of interest, where the individual or entity has a financial dispute with the

Society or where the individual/entity is seeking commercial or financial gain through membership in the Society. Priority will be given to approving membership applications from individuals/entities who have demonstrated an active interest in and support of the education mandate of the Society. Youth members under the age of 18 are welcome and exempt from paying dues; or may pay a token \$1 contribution.

Duties of members

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

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must 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.

Termination of membership if member not in good standing and Reinstatement

2.6 A person's membership in the Society is terminated if the person is not in good standing for six consecutive months. A person shall cease to be a member of the Society:

- (a) by delivering his resignation in writing to the secretary of the Society or by mailing or delivering to the address of the Society;
- (b) on his death or in the case of a corporation of dissolution;
- (c) on being expelled.
- (d) A member may be reinstated upon payment of those dues or fees owing.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines not later than six months after end of fiscal year. Meetings may be held in person, online or via teleconference in BC.

Notice of special business

3.2 A notice of a general meeting must 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. Notice of meeting with agenda shall be emailed or mailed to members at last known address, with at least 14 days' notice.

Chair of general meeting

3.3 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the vice-chair,
 - (ii) the secretary-treasurer, if neither of the above can preside as the chair, or
 - (iii) one of the other directors present at the meeting

Alternate chair of general meeting

3.4 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

3.5 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

3.6 The quorum for the transaction of business at a general meeting is 3 voting members.

Lack of quorum at commencement of meeting

3.7 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

3.8 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

3.9 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

3.10 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.

Order of business at general meeting

3.11 The order of business at a general meeting is as follows:

At a general meeting, the following business is ordinary business:

- (a) Elect an individual to chair the meeting if chair is not present

- (b) Chair will determine that a quorum present, call to Order & **Motion** to allow proxies
- (c) Approval of Agenda & Previous Minutes (**motion**)
- (d) Business Arising from Minutes
- (e) Community Projects Report (tabled)
- (f) Receive Treasurer's Report (financial statements)
- (g) Appointment of Accountant & Approve Financial Statement (**motion**)
- (h) Honorary Appointments
- (i) Election of Directors
- (j) Other Business or Special Resolution(s) (**motion**)
- (k) Adjournment (**motion**)

Methods of voting

3.12 At a general meeting, voting must be by a show of hands (if in person), an oral or online vote stating your name or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

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

Proxy voting permitted

3.14 Proxy

- (a) shall be in the form as approved and published by the Board.
- (b) shall be filed with the Secretary-Treasurer at least one clear day before the day of the meeting to which it is to apply.
- (c) shall only be valid for the meeting for which it was specifically given, and for an adjournment of that one meeting if quorum is not attained.
- (d) shall only be given to a specifically named member.
- (e) shall be considered withdrawn if the member, having given a proxy, subsequently attends the meeting in person for which the proxy was given.

- (f) proxies shall not be counted in voting at a General Meeting or Board meeting unless a motion is made and carried that voting shall include proxy votes.

Matters decided at general meeting by ordinary resolution

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

Honorary Life Members

- 3.16** The Society may, by resolution approved by not less than three-quarters of the members at a General Meeting of the Society, confer the position of Honorary Life Member of the Society on any person who has rendered conspicuous service to the Society, however, such person shall not be eligible for nomination to the Board or to vote at meetings or elections of the Society.

PART 4 – BOARD OF DIRECTORS

Number of directors on Board

- 4.1** The Society must have no fewer than 3 directors who are individual members of the organization. At least one of the directors must be ordinarily resident in British Columbia. Each director must have provided written consent to stand for appointment and/or election to the board. Resignation must be in writing by email or other means.

Election or appointment of directors

- 4.2** At each annual general meeting, the voting members elect directors to the Board for a two-year term of office, with the exception of those directors completing their second year. Directors whose terms have expired are eligible for re-election to 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. Or, the appointed director may let his or her name stand for election at the Annual General Meeting.

Duties and Powers of the Board

4.5 The following are the duties and powers associated with the Board of Directors:

- (a) The Board of Directors shall have general charge and control of the affairs, funds and properties of the Society.
- (b) The objects and powers of the Society shall be carried out under the bylaws of the Society, as amended by special resolution of the Members from time to time and kept current with the BC Registry.
- (c) The Board of Directors are responsible for setting Society policies and with establishing rules.
- (d) The Board of Directors or at least two directors panel shall have the sole responsibility of hiring, firing, discipline, performance evaluation and remuneration of the most senior management of the Society.
- (e) The Board of Directors shall approve the annual budget which supports the day to day operations the Society will undertake to achieve its purpose or mission.
- (f) The Board of Directors shall cause to be kept proper records and accounts of all transactions of the Society.
- (g) (i) 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;
(ii) A debenture must not be issued without the authorization of a special resolution;
(iii) The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Removal of Directors

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

PART 5 – DIRECTORS’ MEETINGS

Calling directors’ meeting

- 5.1** A directors’ meeting may be called by the senior manager or by any 2 other directors. 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.

Notice of directors’ meeting

- 5.2** At least 2 days’ notice of a directors’ meeting must be given along with a date, time, place and Agenda for the meeting.

Format

- 5.3** Meeting may be conducted by teleconference, in person or online. Motions may be voted on verbally, by show of hands, email, fax or any other acceptable electronic format the Board has approved.

Conduct of directors’ meetings

- 5.4** The directors may regulate their meetings and proceedings as they think fit.
- 5.5** The procedures of meetings of the Society and the Board shall be governed by Robert’s Rules of Order.

Quorum of directors

- 5.6** The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

Motion

- 5.7** (a) Motions arising at any meeting of the Board shall be decided by the majority votes thereon.
- (b) In the event of an equality of votes on a motion, the Chair shall have a second or casting vote, in addition to his original vote.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions and term

6.1 Directors must be elected by the membership for a two-year term. To fill a vacancy until an Annual General Meeting election, directors may be appointed to any of the following Board positions.

- (a) Chair;
- (b) Vice-Chair;
- (c) Secretary and/or combined Secretary-Treasurer.

A director, other than the Senior Manager, may hold more than one position. Directors are elected by acclamation if there are no competing candidates for any Board positions.

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 Chair

6.3 The Chair of the Board responsibilities:

- (a) supervising the other directors and the most senior manager in the execution of their duties
- (b) an official signing officer of the Society
- (c) the official representative of the Society whenever possible
- (d) holds other powers and duties as assigned by the Board from time to time.

Role of Vice-Chair

6.4 The vice-chair of the Board is responsible for carrying out the duties of the Chair if the Chair is unable to act and is also an official signing officer of the Society.

Role of secretary

6.5 The secretary is responsible for doing, or ensuring a designate undertakes 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 permit another individual present to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer, an official signing officer of the Society, 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) reviewing and presenting the Society's financial statements, a Notice to Reader, at the Annual General Meeting;
- (d) making the Society's filings respecting taxes and other regulatory documents.
- (e) ensuring that the funds and properties of the Society and those entrusted to it are adequately and prudently managed per the investment policy established by the Board.
- (f) making recommendations to the Board on actions which should be taken to maintain a healthy financial position.

Role of Senior Manager

6.8 The senior manager shall be the Program Director, Executive Director or any other such title as specified by the Board. That role is appointed by and directly accountable to the Board for planning, directing and controlling all activities and functions of the Society, and shall be an official signing Officer of the Society.

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 compensate directors for such sundry out of pocket expenses incurred by attending meetings.

Signing authority

7.2 A contract or other expense in excess of signing authority limit of the senior manager set by the Board requires two signatures from the following:

- (a) by the senior manager, together with one other director,
- (b) if the senior manager is unable to provide a signature, by the Chair together with one other director,
- (c) if the senior manager and Chair 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.

PART 8 – FISCAL POLICIES

Fiscal Year

8.1 The fiscal year of the Society shall be the twelve-month (12) period ending December 31st of each year.

Banking

8.2 The bank accounts, bank and banking business of the Society shall be conducted with a chartered bank or other financial institution approved by the Board. Signing authorities are determined by the board in accordance with these bylaws.

8.3 All dues and fees and other moneys shall be received in the name and on behalf of the Society, shall be subject to comprehensive financial reporting under direction of its Treasurer and shall be deposited immediately to the credit of the Society.

8.4 Cheques, drafts or orders for payment of money, notes and acceptances and bills of exchange, may be drawn, accepted, endorsed and signed by such officers or persons, whether or not officers of the Society, in such manner as authorized by Board resolution.

Contracts

- 8.5** Contracts, documents, or any instruments in writing requiring the signature of the Society (except trade contracts) made in the ordinary course of the Society's business must be signed by the Chair, Vice-Chair or Secretary-Treasurer, together with any one of the senior manager and all contracts, documents and instruments in writing so signed shall be binding on the Society without any further authorization or formality.
- 8.6** Notwithstanding paragraph 8.5, the Board shall have powers from time to time by resolution to appoint any other Officer or Officers and or Director or Directors on behalf of the Society to sign specific contracts, and execute documents or instruments in writing generally.

Financial Statements

- 8.7** In keeping with provincial and federal regulations, FORED BC Society is not required to submit audited financial statements. FORED will continue to provide notice-to-reader annual financial statements prepared by an independent accounting firm and made available to all members attending the Annual General Meeting.

PART 9 – PREVIOUSLY UNALTERABLE DISSOLUTION PROVISION (FROM CONSTITUTION)

- 9.1** In the event of the dissolution of the FORED BC SOCIETY, any assets remaining after payment of all debts and obligations shall be distributed to a recognized charitable organization in the Province of British Columbia with similar objects or to a suitable level of local or provincial government. This Article is unalterable.