

Bylaws of Cowichan Trail Stewardship Society (the "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;

"Society meeting" means a general meeting or a board meeting.

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 An individual, family, corporation or organization may apply to the Board for membership in the Society by completing an application for membership in the form designated by the Board, and the individual, family, corporation or organization becomes a member on the Board's acceptance of the application.

Classes of members

2.2 There shall be three classes of members in the Society, namely, individual members, family members and stakeholder members. Individual, family and stakeholder members are voting members in good standing. Family and stakeholder members must appoint an individual as its voting member. Stakeholders are corporations and organizations that have either participated in or funded Society events, or otherwise can establish an interest in the success of the Society.

Duties of members

2.3 Every member must uphold the constitution of the Society, comply with these Bylaws and act in accordance with the mission, vision and values of the Society as established by the Board.

Amount of membership dues

2.4 The amount of the annual membership dues must be determined by the Board.

Member not in good standing

2.5 A member is not in good standing if the board suspends or expels the member in accordance with Section 2.8. In addition 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

2.6 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

2.7 Membership in the Society ceases:

- (a) if the individual, family or stakeholder is not in good standing for 3 consecutive months;
- (b) by delivering a resignation in writing to the Secretary of the Society;
or
- (c) in the case of an individual, on his or her death or, in the case of a stakeholder, on dissolution.

Discipline of members

2.8 The board shall have authority to suspend or expel any member from the Society for any one or more of the following grounds:

- (a) violating any provision of the by-laws or written policies of the Society;

- (b) carrying out any conduct which may be detrimental to the Society as determined by the board in its sole discretion;
- (c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the mission, vision and values of the Society.

In the event that the board determines that a member should be expelled or suspended from membership in the Society, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Society. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

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.

Ordinary business at general meeting

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

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.3 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

3.4 All members are entitled to receive notice of general meetings at least twenty-one days in advance of the meeting date. Notice may be given electronically or by mail. The non-receipt of notice shall not invalidate any resolution passed or any proceedings taken at any meeting.

Chair of general meeting

3.5 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 president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.6 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

3.7 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

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

Lack of quorum at commencement of meeting

- 3.9** 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

- 3.10** 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

- 3.11** 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

- 3.12** 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

- 3.13** 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 the budget for the upcoming year,
 - (iii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iv) elect or appoint directors, and
 - (v) 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.

Methods of voting

3.14 At a general meeting, every voting member present is entitled to one vote and voting must be by a show of hands, an oral vote 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

3.15 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 not permitted

3.16 Voting by proxy is not permitted.

Chair voting

3.17 The chair may move or propose a resolution. The Chair shall have a casting vote and the chair shall only vote in the case of a tie vote.

Matters decided at general meeting by ordinary resolution

3.18 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.

Non-members in attendance

3.19 A non-member must have approval of the chair to attend and speak at a general meeting.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 5 and no more than 12 directors.

Method of applying to be a director

4.2 Any voting member who would like to be elected or appointed as a director must complete and submit an application form to the board of directors at least 10 days prior to an annual general meeting. Nominations will not be accepted from the floor of the annual general meeting. Nominations will not be accepted from a member related by blood or marriage to another board member or to a senior staff member.

Election of directors

4.3 At each annual general meeting, the voting members entitled to vote for the election of directors will elect the Board, and the directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election. One director's position for each chapter shall be left unfilled at each annual general meeting for appointment by each chapter.

Removal of directors

4.4 A board member may be removed from the board for:

- (a) ceasing to be a member in good standing,
- (b) absence from three consecutive meetings of the board unless the circumstances are unavoidable and accepted by the board,
- (c) failure to perform any duty or tasks as set out in these bylaws or policies, or breach of these bylaws.

To remove a board member from office for any of the reasons in this section a resolution of the board shall be made and approved by a simple majority and passed at a board meeting for which notice of the intent to pass such resolution has been given.

Directors may fill casual vacancy on Board

4.5 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

4.6 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 2 days' notice of a directors' meeting must 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. The President may exclude non-voting board members from meetings that discuss personnel, legal and other matters for which a conflict of interest may occur.

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

Appointment to Board positions

6.1 Once elected by the membership, the Directors will appoint amongst themselves the following roles, 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. The president may appoint committees.

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. If both the president and vice-president are absent from a board meeting, the board members will select a chair for that meeting.

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 must 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 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 must 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.

PART 8 – VIRTUAL MEETINGS

Electronic attendance at meetings

8.1 A person who is entitled to participate in, including vote at, a society meeting may do so by telephone or other communications medium if all of the persons participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other and, if applicable, vote at the meeting.

Responsibility for medium

8.2 Subsection (1) does not obligate a person responsible for holding a society meeting to take any action to facilitate the use of any communications medium at the meeting.

Rules

8.3 A society meeting may be held solely by telephone or other communications medium if:

- (a) in the case of a society meeting with respect to which notice must be given, notice of the meeting provides instructions for attending at or participating in the meeting by the communications medium, including, if applicable, instructions for how to vote at the meeting,
- (b) all of the persons participating in the society meeting are able to communicate with each other and, if applicable, vote at the meeting, and
- (c) the person responsible for holding the society meeting facilitates the use of the communications medium at the meeting.

Deemed present in person

8.4 A person who participates in, or attends or votes at, a society meeting in a manner contemplated by subsection (1) or (3) is deemed to be present in person at the meeting.

PART 9 – CHAPTERS

Purpose

9.1 Chapters may be established by the directors for a defined subdivision of the society's membership. The subdivision may be geographic or any other subset established by the society's board of directors. The purpose of

chapters is to manage matters that are of unique interest to a subset of members.

Policy

9.2 Chapters shall be bound by society bylaws and policies.

Operations

9.3 There shall be operating procedures for each chapter which must detail the following matters:

- (a) Banking, and handling of monies received,
- (b) Purchasing of goods and services, and payments,
- (c) Budgets
- (d) Officer positions and duties,
- (e) Election of officers,
- (f) Delegation to committees,
- (g) Chapter structure and activities,
- (h) Meeting procedures,
- (i) Grievances by members,
- (j) Amendments to procedures,
- (k) Dissolution.

Officers

9.4 The chapter officers will appoint one of the officers as a director of the society.

Meetings

9.5 The officers shall hold at least four (4) meetings and one (1) membership meeting each year. Minutes of each meeting will be provided to the society's secretary within thirty (30) days of the meeting.

Workplan

9.6 The officers of chapters will submit to the society's board an annual workplan for the next fiscal year two months prior to the start of the next fiscal year.

PART 10 – MANAGEMENT OF SOCIETY

Powers

10.1 The board shall exercise all the powers that the society may legally exercise in fulfillment of its objectives. Those powers include, but are not limited to the power:

- (a) to enter into contracts or agreements,
- (b) to make banking and financial arrangements,
- (c) to execute documents,
- (d) to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of property, securities or any rights or interest for such consideration and upon such terms and conditions as the Board considers advisable,
- (e) to purchase insurance to protect the property, rights and interest of the society and to indemnify the society, its members, board and officers from any claims, damages, losses or costs arising from or related to the affairs of the society,
- (f) to borrow money.

Duties

10.2 The board shall be responsible for:

- (a) determining policies and procedures for operations of the society,
- (b) making decisions on society operating matters,
- (c) hiring staff and contractors,

Delegation

10.3 The board may delegate its powers and duties to staff and contractors.

Standard of care

10.4 Every board member of the society shall exercise the powers and discharge the duties of the office honestly, in good faith and in the best interest of the society. Every board member shall exercise the degree of care, diligence and skill that a reasonable and prudent person would exercise in comparable circumstances.

Confidentiality and Privacy of Information

10.5 The board shall abide by and act in accordance with the laws, policies and practices governing all matters related to confidentiality, privacy and access to information. Every board member shall:

- (a) respect the confidentiality of all matters discussed at board meetings and any other information and documentation to which one may have access to in the capacity as board member of the society, and
- (b) respect and act in accordance with the society policies governing the privacy and access to information to which one may acquire in their capacity as a board member.

Conflict of interest

10.6 Every board member who has any direct or indirect interest in any contract or arrangement with the society shall disclose his or her interest at the first board meeting after which he or she becomes interested or aware of such interest. The declaration of conflict will be recorded in the minutes of the meeting. Such director will not vote on any resolution or participate in any discussion with respect to the resolution concerning the contract or arrangement.

PART 11 – WIND UP OR LIQUIDATION OF SOCIETY

11.1 In the event of the winding up of the society or other liquidation or distribution of its assets, no profit or other accretions to the society shall be paid or distributed to any member, trustee or settlor of the society but shall be donated to any Society registered under the *Societies Act (British Columbia)*, as the majority of the directors of the society shall direct.