

Bylaws of Rocky Mountain Naturalists Club, (the "Club")

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 Club;

"Bylaws" means these Bylaws as altered from time to time.

"Registered Address" of a member means his address (either email or postal) as recorded on the membership application form.

"BC Nature" means the Federation of British Columbia Naturalists.

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.

1.4 Words importing the singular include the plural and vice versa; and words importing a male person include a female person.

PART 2 – MEMBERS

Application for membership

2.1 Membership shall be open to all persons who are interested in fostering the Objectives of the Club.

2.2 A person may apply to the Board for membership in the Club, and the person becomes a member on the Board's acceptance of the application.

2.3 Membership shall consist of Single and Family. A Family shall consist of a couple or a parent(s) with children under 19 years of age.

Duties of members

- 2.4** Upon joining the Club, each member is required to submit a signed waiver of liability for the duration of his membership.
- 2.5** Every member must uphold the Constitution of the Club and must comply with these Bylaws.
- 2.6** Adult Members in good standing are eligible to vote at all Annual General, and Regular General Meetings.

Amount of membership dues

- 2.7** The amount of the annual membership dues shall be set by the Board.

Member not in good standing

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

Termination of membership

- 2.9** A person shall cease to be a member of the Club:
- (a) if the person is not in good standing for two consecutive months;
 - (b) by delivering his resignation in writing to a Director of the Club or by emailing, mailing or delivering it to the address of the Club; or
 - (c) on his death; or
 - (d) on being expelled.

Expulsion of a member

- 2.10** A member may be expelled by a special resolution of the members passed at a general meeting.
- 2.11** The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- 2.12** The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard for a maximum of 5 minutes at the general meeting before the special resolution is put to a vote by secret ballot.

Reinstatement of a Member

- 2.13** An expelled member may be reinstated upon written request by a majority vote at any general meeting at least one year following the date of expulsion.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meetings

- 3.1** General meetings must be held at the time and place, in accordance with the Societies Act, that the Board determines.
- 3.2** Every general meeting that is not an annual general meeting is a regular general meeting.
- 3.3** The Board may convene a regular general meeting at the frequency, day, time and place as they see fit.
- 3.4** Both ordinary business and special business may be dealt with at an annual general meeting or a regular general meeting.

Ordinary business at a general meeting

- 3.5** At a general meeting, the following business is ordinary business:
 - (a) consideration of any financial statements of the Club presented to the meeting;
 - (b) consideration of the reports, if any, of the directors, committees or auditor;
 - (c) election or appointment of directors;
 - (d) appointment of an auditor, if any;
 - (e) business arising out of a report of the directors, committees or members not requiring the passing of a special resolution.

Notice

- 3.6** Notice of the date, time and location of a general meeting must be sent to the registered address of every member of the Club.
- 3.7** Notice of a general meeting must include the text of any special resolution to be presented at the meeting.
- 3.8** Notice of a regular general meeting proposing to transact only ordinary business must be sent 7 days before the meeting.
- 3.9** Notice of an annual general meeting or a regular general meeting proposing to transact business other than ordinary business must be sent 14 days before the meeting.

Chair of a general meeting

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

- (a) the president,
- (b) the vice-president, if the president is unable to preside as the chair, or
- (c) 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 a general meeting

3.11 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

3.12 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

3.13 The quorum for the transaction of business at a general meeting is 8 voting members excluding the chair of the meeting.

Lack of quorum at commencement of meeting

3.14 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 regular general meeting, the business portion of the meeting is terminated.
- (b) in the case of a meeting convened on the requisition of members, the meeting is terminated.

If quorum ceases to be present

3.15 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

3.16 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.

Order of business at general meeting

3.17 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 Club for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' and committees 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.

3.18 The chair of a meeting may move or propose a resolution.

Matters decided at general meeting by ordinary or special resolution

3.19 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.

3.20 An ordinary resolution shall be decided by a simple majority vote of members present entitled to vote.

3.21 A special resolution shall be decided by a two-thirds majority vote of members present entitled to vote.

Methods of voting

3.22 At a general meeting, voting must be by either a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before 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.

3.23 Any member present at a general meeting who abstains from voting without indicating so, except for in the case of conflict of interest, has their vote counted in the affirmative.

Proxy voting not permitted

3.24 Voting by proxy is not permitted.

3.25 In case of an equality of votes, the chair shall not have a casting or second vote in addition to the vote to which he may be entitled as a member, and the proposed resolution shall not pass.

Announcement of result

3.26 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.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Club must have no fewer than 4 and no more than 11 directors.

Directors must be qualified

4.2 (a) A person must not be a director of the Club if the person is not qualified under section 44 of the Act to be a director.

(b) A director of the Club who is not, or who ceases to be, qualified under section 44 of the Act must promptly resign.

Election or appointment of directors

- 4.3** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint directors to fill the vacant positions on the Board.
- 4.4** Each director is to serve for a 2-year term before standing for re-election or retirement. The terms of individual directors are to be staggered so that approximately half of the directors stand for retirement or re-election at each annual general meeting.
- 4.5** No director shall serve more than 2 consecutive 2-year terms in the same office. Fulfilling an incomplete term is not considered part of the term limit.
- 4.6** 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.

Directors may fill casual vacancy on Board

- 4.7** 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

- 4.8** 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' AND COMMITTEE 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.

Quorum of directors

5.5 At any directors' meeting, 4 directors shall constitute a quorum.

Formation and conduct of committees

5.6 The directors may appoint standing and ad hoc committees.

5.7 A committee so formed in the exercise of powers so delegated must conform to any rules imposed on it by the directors.

Matters decided at directors' or committee meetings

5.8 The directors may pass a directors' resolution without a meeting if a simple majority of the directors consent to the resolution in writing.

5.9 Questions arising at any meeting of the directors shall be decided by a simple majority of votes.

5.10 The directors shall have the authority to spend up to the sum of \$500.00 on any single item not approved in the annual budget without first obtaining permission by special resolution from the members.

PART 6 – BOARD POSITIONS**Election or appointment to Board positions**

6.1 Directors must 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) past president;
- (c) secretary;
- (d) treasurer; and
- (e) BC Nature liaison.

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 an ex-officio member of all committees and subcommittees. The president shall call and chair all meetings 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 the past president

6.5 The past president shall be the immediate past president, or if that person is unable or unwilling to serve, then the previous past presidents will be asked in order of tenure of service. The major roles of the past president are to provide continuity and to chair the nominating committee.

Role of secretary

6.6 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 Club in accordance with the Act;
- (d) conducting the correspondence of the Board; and
- (e) filing the annual report of the Club and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.7 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

6.8 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 Club's financial transactions;
- (c) preparing the Club's financial statements; and
- (d) providing financial statements for the preceding fiscal year and a proposed budget for the upcoming year at each annual general meeting.

Role of the BC Nature liaison

6.9 The BC Nature liaison shall liaise between BC Nature and the Club.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

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

Signing Authority

7.2 A contract or other record to be signed by the Club must have two signatures. One must be a director and the second may be another director or a member in good standing.

PART 8 – DIRECTORS' CONFLICTS OF INTEREST

Disclosure of director's interest

- 8.1** This section applies to a director of the Club who has a direct or indirect material interest in
- (a) a contract or transaction, or a proposed contract or transaction, of the Club, or
 - (b) a matter that is or is to be the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with that director's duty or interest as a director of the Club.

- 8.2** A director to whom this section applies must
- (a) disclose fully and promptly to the other directors the nature and extent of the director's interest,
 - (b) abstain from voting on a directors' resolution or consenting to a consent resolution of directors in respect of the contract, transaction or matter referred to in subsection 8.1,
 - (c) leave the directors' meeting, if any,
 - (i) when the contract, transaction or matter is discussed, unless asked by the other directors to be present to provide information, and
 - (ii) when the other directors vote on the contract, transaction or matter, and
 - (d) refrain from any action intended to influence the discussion or vote.
- 8.3** A disclosure under subsection 8.1 (a) must be evidenced in at least one of the following records:
- (a) the minutes of a meeting of directors;
 - (b) a consent resolution of directors;
 - (c) a record addressed to the directors that is delivered to the delivery address, or mailed by registered mail to the mailing address, of the registered office of the Club.
- 8.4** If all of the directors of the Club have disclosed under subsection 8.2 (a) a direct or indirect material interest, described in subsection 8.1, in a contract, transaction or matter,
- (a) any or all of the directors may, despite subsection 8.2 (b), vote on a directors' resolution or consent to a consent resolution of directors in respect of the contract, transaction or matter, and
 - (b) subsections 8.2 (c) and (d) do not apply.
- 8.5** Despite subsection 8.1, this section does not apply to a director of the Club in respect of a contract, transaction or matter that relates to payment to the director by the Club to reimburse the director's expenses.

Accountability

- 8.6** A director of the Club to whom sections 8.1 through 8.4 applies must pay to the Club an amount equal to any profit made by the director as a consequence of the Club entering into or performing a contract or transaction unless
- (a) the director discloses the director's interest in the contract or transaction in accordance with, and otherwise complies with, sections 8.1 through 8.4, and, after the disclosure, the contract or transaction is approved by a directors' resolution, or

- (b) the contract or transaction is approved by special resolution after the nature and extent of the director's interest in the contract or transaction has been fully disclosed to the members.

Part 9 – ACCESS TO INFORMATION

9.1 Access to Information

Access to RMN records shall be governed by the Society Records Section of The BC Societies Act and the BC Personal Information Protection Act.

9.2 Inspection of Records

- a) In accordance with 24(4) of the BC Societies Act, no person other than a member or director may be permitted to inspect a Club record under Section 20, other than the registered members.
- b) In accordance with 24(2) b of the BC Societies Act, members shall be restricted from access to Executive minutes, Consent Resolutions of the Executive and contents thereof, and detailed financial records.

PART 10 – BYLAWS

- 9.1** On being admitted to membership, each member is entitled to a copy of the Constitution and Bylaws of the Club.
- 9.2** These Bylaws may not be altered or added to except by special resolution.

PART 11 – OTHER

- 10.1** As the Club is a federated member of BC Nature, the Club will abide by its obligations under such affiliation.
- 10.2** In the event of the termination of the Club, any assets remaining after transferring designated scholarship funds to College of the Rockies and the discharge of outstanding liabilities shall be turned over to BC Nature.

