



An organization is legally governed by the procedures outlined in its bylaws. These include how members participate, director governance, committees, procedures, financial governance and more. A new version of the Young Naturalists' Clubs of BC Society's by-laws will be voted on at the July 2020 Annual General Meeting. The organization was fortunate to have access to a comprehensive new by-law template from a large law firm in British Columbia which was used in the formulation of the new by-laws. Since the new template was a large deviation in structure from the original, line by line comparisons could not be drawn. Instead, we are providing a copy of both sets of the bylaws along with the following summary of changes to each part. The parts below reference the structure in the new bylaws which can be quite different from the existing ones at times.

The goal of updating the by-laws was to stay compliant with changes to the Societies Act, and in addition, to provide flexibility to the governance of the Society supporting its strategic growth into the future. A large amount of specificity was removed that is more appropriate to be maintained within internal policy documents rather than in our by-laws.

#### Part 1 – Definitions and Interpretation

- Several definitions were added to provide more clarity around certain terms referenced throughout the document. For example, specification was added around the term “Electronic Means” and how they are permitted with regards to communication, meetings, and voting.
- Specification that except otherwise provided, the definitions of the Societies Act apply to these by-laws as of the date the by-laws were written. In the old by-laws, no specification of the version of the Societies Act was included.

#### Part 2 – Members

- Added a specific line stating that the Directors of the society may, in their sole discretion accept or refuse a written application for membership. This was added to ensure that all members of the society are qualified to represent the society in a positive and socially appropriate manner.
- For a member to be disciplined or expelled, the new by-laws require a Board Resolution rather than “a majority of not less than 2/3 of the Executive”.
- Several by-laws from this section were stripped of unnecessary specificity that would be more appropriate for internal policies.

#### Part 3 – General Meetings of Members

- Section 3.8 was adopted which allows more flexibility to the society for sending notice of a general meeting provided there is over 250 members.



#### Part 4 – Proceedings at General Meetings

- The existing by-laws include far greater detail regarding the proceedings of meetings than typically recommended. Generally, Part 4 of the updated by-laws provide flexibility to the directors in conducting their meetings, while still complying with the requirements of the Societies Act.

#### Part 5 – Directors

- It was added that Directors may be appointed outside of a general meeting by Board Resolution. This allows the organization more flexibility to add board members throughout the year when necessary. In these situations, their term will not be a full year, rather the length of time until the next general meeting.
- The age requirement of a director was also reduced from no less than 18 years old to no less than 16. If a 16 or 17-year-old person possesses the drive and qualifications to be involved at that level, there is now flexibility for them to be appointed as a director.

#### Part 6 – Proceeding of Directors

- A large amount of unnecessary specificity was removed from the proceedings of directors to allow for more efficient and compliant operation of the directors.

#### Part 7 – Director Conflict of Interest

- Director Conflict of Interest is included with the new by-laws. Although it is included in the Societies Act, they are now directly included within the by-laws for clarity.

#### Part 8 - Committees

- Specific terms with regards to committees was also included to ensure proper procedures are undertaken when acting as a committee without unduly burdening with highly specific requirements.

#### Part 9 – Senior Managers and Officers

- The current by-laws refer to the management of the Society as the “Executive”. Such persons are referred to as “Officers” within the new by-laws, which is consistent with the terminology in the Societies Act.
- Specificity around the role of the President and Vice-President was removed and can be specified in more detail within organizational policies.



#### Part 10 – Borrowing and Issuance of Securities

- The new by-laws removed a requirement of “the approval of the members by a 2/3 majority vote at a general meeting” and replaced it with the following which would follow the requirements for signatories in Part 11.

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 the foregoing, may:

borrow money; and

issue bonds, debentures, notes, mortgages, security agreements or other evidences of debt obligations at any time, to any person and for any consideration.

#### Part 11 – Seal and Execution of Documents

- Section 11.3 now allows the Society greater flexibility in its signing authority. In the existing by-laws, “cheque signing authority shall be any two of the President, Vice-President, Secretary or Treasurer; or the coordinator (ED)” and a “contract or other record of the Society must be signed by two members of the Executive”. Now, a board resolution would allow the Society to designate signing authority to be executed by a single signatory.

#### Part 12 – Inspection of Records

- The new by-laws restrict Member access to minutes of Director meetings and copies of Board Resolutions as well as the Society’s accounting records.

#### Part 18 - Transition (Provisions Formerly Contained in Constitution)

- The new by-laws removed the provision that required the operations of the Society to be carried out throughout the province of British Columbia. This allows the organization greater flexibility in its operations to remain viable.

Please find the following resolution being proposed at the upcoming July 08, 2020 NatureKids BC Annual General Meeting:

**"Be it resolved that, by special resolution, the existing by-laws of NatureKids BC be repealed and replaced by the form of by-laws circulated to the members of NatureKids BC by notice of the 2020 annual general meeting."**

Update provided by:

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June 28, 2020.