



YOUNG NATURALISTS' CLUB OF BRITISH COLUMBIA SOCIETY

BYLAWS

Part 1 - Definitions and Interpretation

1.1 Definitions

In these Bylaws, unless the context otherwise requires:

- (a) **“Board”** means the Directors acting as authorized by the Societies Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (b) **“Board Resolution”** means:
 - (i) a resolution passed by a simple majority of the votes cast by those Directors who are entitled to vote on such matter either at a duly constituted meeting of the Board (whether participating in person or, to the extent permitted by these Bylaws, by Electronic Means); by Electronic Means in accordance with these Bylaws; or a combination of votes cast at a meeting of the Board and by Electronic Means; or
 - (ii) a resolution that has been consented to in writing by every Director who would have been entitled to vote on the resolution at a meeting of the Board;
- (c) **“Bylaws”** means the bylaws of the Society as filed with the Registrar and as may be altered from time to time in accordance with the Societies Act;
- (d) **“Constitution”** means the constitution of the Society as filed with the Registrar, and as may be altered from time to time in accordance with the Societies Act;
- (e) **“Directors”** means those individuals who are, or who subsequently become, directors of the Society in accordance with these Bylaws and who have not ceased to be directors;
- (f) **“Electronic Means”** means any electronic or digital system or combination of electronic or digital systems, including mail, telephonic, facsimile, electronic, radio, computer or internet-based technology or other communication facility or medium, that:
 - (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the meeting or proceeding adequately, simultaneously and instantaneously, in a manner comparable, but not necessarily identical, to a meeting or proceeding where all participants are present in the same location, and

- (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses their intentions;
- (g) “**Family Member**” means a family member as described in paragraph 2.2(a);
- (h) “**Group Member**” means a group member as described in paragraph 2.2(c);
- (i) “**Income Tax Act**” means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (j) “**Individual Member**” means an individual member as described in paragraph 2.2(b);
- (k) “**Members**” means all of the members of the Society regardless of class of membership;
- (l) “**Ordinary Resolution**” means:
 - (i) a resolution passed by a simple majority of the votes cast by those Voting Members entitled to vote on such matter either at a duly constituted meeting of the Members (whether participating in person, by advance ballot or, to the extent permitted by these Bylaws, by Electronic Means); by Electronic Means in accordance with these Bylaws; or a combination of votes cast at a meeting of the Voting Members and by Electronic Means; or
 - (ii) a resolution consented to in writing, after being sent to all of the Voting Members entitled to vote on such matters, by at least 2/3 of such Voting Members.
- (m) “**Organization Member**” means an organization member as described in paragraph 2.2(d);
- (n) “**Person**” means an individual, legal personal representative, corporation, society, partnership, trust, trustee or other entity or organization;
- (o) “**President**” means the person appointed or elected to the office of the president in accordance with these Bylaws;
- (p) “**Registered Address**” of a Member or Director means the address of that Member or Director, as applicable, recorded in the register of Members or register of Directors, as the case may be, including, if provided by the Member or Director for that purpose, that Member’s or Director’s facsimile number and electronic mail address;
- (q) “**Registrar**” means the Registrar of Companies of the Province of British Columbia;
- (r) “**Secretary**” means the person appointed or elected to the office of the secretary in accordance with these Bylaws;
- (s) “**Senior Manager**” means an individual appointed by the Directors to serve as a senior manager in accordance with the Societies Act;
- (t) “**Societies Act**” means the *Societies Act* of the Province of British Columbia from time to time in force, as it may be amended, restated or replaced from time to time, and includes any successor legislation thereto and all regulations enacted thereunder;
- (u) “**Society**” means Young Naturalists’ Club of British Columbia Society or such other name by which the Society becomes known if it changes its name in accordance with the Societies Act and these Bylaws;

- (v) **“Special Resolution”** means:
 - (i) a resolution passed by at least 2/3 of the votes cast by those Voting Members entitled to vote on such matter either at a duly constituted meeting of the Members (whether participating in person, by advance ballot or, to the extent permitted by these Bylaws, by Electronic Means); by Electronic Means in accordance with these Bylaws; or a combination of votes cast at a meeting of the Voting Members and by Electronic Means; or
 - (ii) a resolution consented to in writing by all of the Voting Members entitled to vote on such matter;
- (w) **“Treasurer”** means the person appointed or elected to the office of the treasurer in accordance with these Bylaws; and
- (x) **“Vice-President”** means the person appointed or elected to the office of the vice-president in accordance with these Bylaws;
- (y) **“Voting Members”** means Family Members and Individual Members.

1.2 Societies Act Definitions

Except as otherwise provided, the definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws.

1.3 Conflict with Societies Act

If there is a conflict between these Bylaws and the Societies Act, the Societies Act will prevail.

1.4 General Interpretation Rules

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

Part 2 - Members

2.1 Members

The Members are the applicants for incorporation of the Society those Persons who are Members on the date these Bylaws come into force and those Persons who subsequently have become Members in accordance with these Bylaws and, in either case, have not ceased to be Members.

2.2 Classes of Membership

There will be four class of Members of the Society:

- (a) Family Members, consisting of no more than two individuals who are over the age of 18 and their children (provided that such children are under the age of 18) living at the same residential address;
- (b) Individual Members, consisting of individuals over the age of 18;
- (c) Group Members, consisting of non-incorporated entities such as school classes, nature clubs or other learning groups; and

- (d) Organization Members, consisting of incorporated entities, governmental or educational institutions and not-for-profit organizations.

2.3 Admission to Membership

An eligible Person may apply in writing to the Society in accordance with these Bylaws and on acceptance by the Society and payment of the accompanying membership dues, if any, will be a Member. The Directors may, in their sole discretion, accept or refuse a written application for membership.

2.4 Application for Membership

Applications for membership in the Society must:

- (a) be in writing and, if applicable, on an application form approved by the Directors from time to time and be submitted to the Society at the registered address of the Society or to an authorized representative of the Society;
- (b) include any documents or other information as the Society may require to confirm eligibility for membership in the appropriate class;
- (c) include the full name, address, telephone number of the applicant, and if the applicant wishes to receive notices from the Society by facsimile or electronic mail, the facsimile number and electronic mail address of the applicant; and
- (d) be accompanied by any membership dues which are payable.

2.5 Duties of Members

Every Member will, at all times, uphold the Constitution and comply with these Bylaws and any policies of the Society adopted by the Directors from time to time. No Member shall use the name of the Society in a public policy statement without the majority consent of the Directors of the Society.

2.6 Membership Dues

The amount of the annual membership dues, if any, will be determined by the Directors, by Board Resolution. In the absence of any such determination, it will be deemed that the annual membership dues will remain consistent with those in the immediately preceding membership year. Once the amount of any membership dues has been determined, that amount will be deemed to be the annual membership dues in each succeeding membership year until changed by the Directors in accordance with these Bylaws. The Board may, in its discretion, discount, pro-rate or waive the payment of dues required of any given Member from time to time.

2.7 Transferability of Membership

Membership in the Society is not transferable.

2.8 Cessation of Membership

A Member's membership in the Society terminates immediately when:

- (a) the Member ceases to be qualified as a Member pursuant to these Bylaws;
- (b) the Member resigns in writing, the effective date of which will be the later to occur of (i) the receipt by the Society of the written resignation; and (ii) the effective date, if any, specified in the written resignation;

- (c) the Member, in the case of an individual, dies or, in the case of a partnership, corporation or other entity, dissolves;
- (d) the Member is expelled in accordance with the Bylaws or otherwise as permitted under the Societies Act; or
- (e) unless otherwise waived by the Board in its discretion, the Member has been not in good standing for 3 consecutive months.

2.9 Discipline and Expulsion of Members

- (a) A Member may be disciplined or expelled by Board Resolution.
- (b) The Society must send to the Member written notice of the proposed discipline or expulsion and such notice must be accompanied by a brief statement of the reason or reasons for the proposed discipline or expulsion.
- (c) The Member who is the subject of the proposed discipline or expulsion must be given an opportunity to make representations to the Society respecting the proposed expulsion or discipline.

2.10 Members Not in Good Standing

A Member is not in good standing if the Member fails to pay the Member's annual membership dues, if any, or any other subscription or debt due and owing by him or her to the Society, and the Member is not in good standing so long as those dues or other debt remains unpaid.

2.11 Rights of Members Not in Good Standing

A Member of any class that is not in good standing has the right to receive notice of and to attend all meetings of Members but is suspended from all other rights and privileges, including the right to vote at such meetings, for so long as such Member remains not in good standing.

2.12 Rights of Members on Cessation of Membership

All rights and privileges of a Member terminate immediately on cessation of membership.

Part 3 - General Meetings of Members

3.1 Time and Place of General Meetings

General meetings of the Society will be held at such time and place, in accordance with the Societies Act, as the Directors decide.

3.2 Annual General Meetings

Unless otherwise permitted in accordance with the Societies Act, the Society will hold an annual general meeting at least once in every calendar year.

3.3 Deemed Annual General Meetings

Subject to the Societies Act, the Society will be deemed to have held an annual general meeting if:

- (a) the matters that must, under these Bylaws or the Societies Act, be dealt with at that meeting are dealt with in a resolution; and

- (b) all of the Voting Members consent in writing to that resolution on or before the date on which the annual general meeting must be held pursuant to the Societies Act.

3.4 Extraordinary General Meeting

Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.5 Calling of Extraordinary General Meeting

The Directors may, by Board Resolution, convene an extraordinary general meeting.

3.6 Requisition of General Meeting

The Members may, in accordance with the Societies Act, requisition the Directors to call a general meeting for the purposes stated in the requisition, provided that such requisition must be signed by not fewer than 10% of the Members and must otherwise comply with the Societies Act.

3.7 Notice of General Meeting

- (a) Subject to Bylaw 3.8 written notice of a general meeting must be sent to every Member at least 14 days and not more than 60 days before the meeting.
- (b) Notice of a general meeting must:
 - (i) specify the date, time and location of the general meeting; and
 - (ii) include the text of any special resolution to be submitted to the meeting.
- (c) If the Board has determined to permit participation in a general meeting by Electronic Means, notice of the meeting must inform Members and other participants, if any, that they may participate by Electronic Means and provide instruction on how this may be done.

3.8 Deemed Sending of Notice of General Meeting

Notwithstanding Bylaw 3.7, for so long as the Society has more than 250 Members, notice of a general meeting may be sent:

- (a) by e-mail to every Member who has provided an email address to the Society, by email to that email address at least 14 days and not more than 60 days before the meeting; or
- (b) by notice of the date, time and location of the meeting on the Society's website for at least 21 days immediately before the meeting.

3.9 Waiver of Notice

A Member may, in any manner, waive the Member's entitlement to notice of a general meeting or may agree to reduce the period of that notice. Attendance of a Member at a general meeting is a waiver of the Member's entitlement to notice of the meeting unless the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

3.10 Omission of Notice

The accidental omission to send notice of a general meeting to, or the non-receipt of a notice by, a Member does not invalidate any proceedings at that meeting.

3.11 Members Proposals

The Members may, in accordance with the Societies Act, send to the Society a notice of a matter that the Members propose to have considered at an annual general meeting, provided that such proposal:

- (a) is signed by no fewer than the number of Members that is the greater of (i) 5% of the Voting Members of the Society; and (ii) two Members, and
- (b) otherwise complies with the Societies Act.

Part 4 - Proceedings at General Meetings

4.1 Ordinary Business at General Meetings

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 applicable; and
- (f) business arising out of a report of the Directors not requiring the passing of a special resolution.

4.2 Chair of General Meeting

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 of the meeting;
- (b) if the Board has not appointed an individual to preside as the chair of the meeting or the individual appointed by the Board is unable to preside as the chair of the meeting:
 - (i) the President;
 - (ii) the Vice-President, if the President is unable to preside as the chair of the meeting; 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 of the meeting; or
- (d) if there is no individual otherwise 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 Members who are present must elect an individual present at the meeting to preside as the chair of the meeting.

4.3 Quorum Required

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 Members is present.

4.4 Quorum

The quorum for the transaction of business at a general meeting is 5 Members in good standing, present in person or by Electronic Means, to the extent permitted by the Board, provided that if the Society has fewer Members than is required under this Bylaw, the quorum for the transaction of business at a general meeting is all of the Members.

4.5 Lack of Quorum at Commencement of Meeting

If, within 30 minutes from the time set for holding a general meeting, a quorum of 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 Members who are present constitute a quorum for that meeting.

4.6 If Quorum Ceases to be Present

If, at any time during a general meeting, there ceases to be a quorum of Members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.7 Adjourning a General Meeting

The chair of a general meeting may, or if so directed by the 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.

4.8 Notice of Continuation of Adjourned General Meeting

It is not necessary to send 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 14 days or more, notice of the continuation of the adjourned meeting must be sent.

4.9 Participation in General Meetings by Electronic Means

The Board may, in its discretion, determine to hold any general meeting, either in whole or in part, by Electronic Means so as to allow some or all of the Members and any other participants in such meeting to participate in the meeting remotely, provided that if so determined, the Board must take reasonable steps to ensure that all of the persons participating in the meeting, whether in person or by Electronic Means, are able to communicate with each other. Any Person participating in a general meeting by Electronic Means is deemed to be present at such meeting.

4.10 Proposing a Resolution

No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.

4.11 Ordinary Resolution Sufficient

A matter to be decided at a general meeting must be decided by Ordinary Resolution unless the matter is required by the Societies Act or these Bylaws to be decided by Special Resolution.

4.12 Entitlement to Vote

- (a) Each Voting Member in good standing is entitled to one vote on matters for determination by the Members. Group Members and Organization Members do not have voting rights.
- (b) In case of an equality of votes, the individual presiding as chair of a meeting will not have a casting or second vote in addition to the vote to which such individual may be entitled as a Member and the proposed resolution will not pass.

4.13 Voting by Electronic Means Outside of a General Meeting

The Board may, in its sole discretion from time to time, approve the conduct of a vote of the Members other than at a general meeting. Such a vote may be taken by mail-in ballot or Electronic Means. For each such vote, the Society must provide each Member in good standing with notice in accordance with these Bylaws, which notice must include:

- (a) the text of the resolutions that are the subject of the vote and any other supporting documentation;
- (b) the opening and closing dates for casting a vote; and
- (c) instructions on how Members may cast their vote.

4.14 Methods of Voting

Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by a show of hands or voting cards, an oral vote or another method that adequately discloses the intention of the Members who are entitled to vote;
- (b) by written ballot; or
- (c) by Electronic Means,

provided that where a vote is to be conducted in accordance with paragraph (a), if requested by two or more Members or directed by the chair of the meeting, in each case prior to the conduct of the vote, such vote will be conducted by written ballot or other means by which the results of the vote can be presented without disclosing how any individual Member voted.

4.15 Proxy Voting

Voting by proxy is not permitted.

4.16 Corporate Members

An Organization Member who is incorporated may vote by its authorized representative, who is entitled to speak and vote, as applicable, and in all other respects exercise the rights of a Member corresponding to the membership class to which that Member has been admitted, and that representative will be reckoned as a Member for all purposes with respect to a meeting of the Society, provided that the chair of a meeting

will be entitled to require any such representative to first produce evidence of his or her appointment as the Member's representative.

Part 5 - Directors

5.1 Power of Directors

The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to:

- (a) all laws affecting the Society, including without limitation, the Societies Act; and
- (b) these Bylaws and the Constitution.

5.2 Management of Property, Activities and Internal Affairs

The Board has the authority and responsibility to manage, or supervise the management of, the property, activities and internal affairs of the Society.

5.3 Invalidation of Director Acts

- (a) No rule, made by the Society in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- (b) No act or proceeding of a Director or the Board is invalid merely because:
 - (i) of a defect in a Director's designation, election or appointment or in the qualifications of a Director;
 - (ii) fewer than the required number of directors have been designated, elected or appointed;
 - (iii) the residency requirements for the Directors have not been met; or
 - (iv) a majority of the Directors, contrary to the Societies Act, receive or are entitled to receive remuneration from the society under contracts of employment or contracts for services.

5.4 Composition of the Board

The Society must have no fewer than three and no more than eleven Directors, as may be determined from time to time by Ordinary Resolution, each of whom is elected or appointed in accordance with these Bylaws.

5.5 Director Qualifications

In order to be eligible to be elected and to serve as a Director, an individual must comply with requirements in Societies Act and, without limiting the foregoing, must:

- (a) be at least 16 years of age;
- (b) not have been found by any court to be incapable of managing his or her affairs;
- (c) not be an undischarged bankrupt;

- (d) not have been convicted of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, in each case in the time periods and circumstances prescribed by the Societies Act; and
- (e) be a Member in good standing.

Unless permitted under the Societies Act, a majority of Directors must not receive nor be entitled to receive remuneration from the Society under contracts of employment or contracts for services.

5.6 Consent to be a Director

No election, appointment or designation of an individual as a Director is valid unless:

- (a) that individual consents to be a Director in the manner provided for in the Societies Act;
- (b) that individual is elected or appointed at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a Director; or
- (c) with respect to the first directors, the designation is otherwise valid under the Societies Act.

5.7 Election of Directors

Directors will be elected by the Members at a general meeting at which the election or appointment of Directors is required and will take office commencing at the close of such meeting. Directors may also be appointed by Board Resolution, taking effect upon the passing of such resolution (or, if required, such later date as when all requirements for appointment of such Director under the Societies Act have been satisfied).

5.8 Election by Ballot

An election of Directors may be by acclamation, provided that if there are more candidates for election as Directors than there are positions for Director that will become vacant at the close of the next annual general meeting, the election of Directors will be by secret ballot with the name of each candidate appearing individually on the ballot. Candidates will be deemed to be elected in order of the candidates receiving the most votes. In the event of an election by ballot, no Member will vote for more Directors than the number of vacant positions for Director. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void. Votes may be cast on the secret ballots using the methods of voting determined by the Directors, in their discretion, pursuant to Bylaw 4.15.

5.9 Director Terms

- (a) Elections for Directors will normally occur at the annual general meeting.
- (b) Each Director will be elected for a one year term, unless appointed in the interim period between annual general meetings (such as by Board resolution), in which case the term will be from the time of appointment until the next annual general meeting, and will retire from office at the close of the first annual general meeting following his or her election, provided that if no successor is elected at such meeting and the retirement of a Director would cause the number of Directors to fall below three, such Director, if he or she consents, will continue to hold office (and the term of such individual as Director is deemed to have been extended) until such time as a successor Director is elected.

5.10 Term Limits

A Director may be elected for an unlimited number of consecutive terms.

5.11 Removal of Director

The Members may by Special Resolution remove a Director before the expiration of his or her term of office, and may elect or appoint, by Ordinary Resolution, an individual who is qualified under Bylaw 5.5 to serve as Director for the balance of the term of the removed Director.

5.12 Ceasing to be a Director

An individual will immediately and automatically cease to be a Director upon:

- (a) ceasing to meet any of the qualifications for being a Director set out in the Societies Act or these Bylaws;
- (b) the written resignation of such individual as a Director, the effective date of which will be the later to occur of (i) the receipt by the Society of the written resignation; and (ii) the effective date, if any, specified in the written resignation;
- (c) his or her death;
- (d) the expiry of his or her term of office as a Director, unless re-elected; or
- (e) his or her removal from office as a Director.

5.13 Directors May Fill Casual Vacancy on Board

The Directors may at any time and from time to time, by Board Resolution, appoint a Member as a Director, provided that such individual is qualified under these Bylaws to serve 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.

5.14 Term of Appointment of Director Filling Casual Vacancy

An individual appointed to fill a vacancy on the Board will cease 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.

5.15 Support of Society Purposes

Each Director will unreservedly subscribe to and support the purposes of the Society and, when exercising the powers and performing the functions of a Director, will act with a view to the purposes of the Society.

5.16 Director Remuneration

The Society will not pay a Director any remuneration for being or acting as a Director; however, the Society may, subject to the Societies Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity.

5.17 Reimbursement of Director Expenses

The Society may reimburse a Director for reasonable expenses necessarily incurred by him or her in performing his or her duties as a Director.

Part 6 - Proceedings of Directors

6.1 Directors' Meetings

The Directors may meet at the locations they think fit to conduct business and may otherwise regulate their meetings and proceedings as they see fit.

6.2 Calling Directors' Meetings

A Directors' meeting may be called by the President or by any two Directors.

6.3 Notice of Directors' Meetings

At least two days' notice of a Directors' meeting must be sent to all Directors unless all of the Directors agree to a shorter notice period, provided that:

- (a) for a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of Members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to send notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present;
- (b) no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting and waive notice thereof in writing or give a prior verbal waiver to the Secretary; and
- (c) if the Board decides, by Board Resolution, to hold regularly scheduled meetings to take place at dates and times set in advance by the Board and notice of this schedule of regular meetings is given to all Directors, no further notice need be given of such regularly scheduled Directors' meetings.

If a meeting of the Board will permit participation by Electronic Means, notice of that meeting must inform the Directors and other participants, if any, that they may participate by Electronic Means and provide instructions on how to do so.

6.4 Board Proceedings Valid Despite Omission to Send Notice

The accidental omission to send 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.

6.5 Quorum of Directors

The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum will be a majority of the Directors then in office.

A Director who has, or may have, an interest in a proposed contract or transaction with the Society will be counted for the purposes of determining quorum at a meeting of the Board at which the proposed contract or transaction is considered but pursuant to Bylaw 7.2 is not entitled to vote on the proposed contract or transaction.

6.6 Chair of Directors' Meetings

Subject to a Board Resolution appointing another individual to chair a meeting, the President will chair all meetings of Directors.

If the President or such other individual appointed by Board Resolution is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to chair the meeting, the Vice-President will chair the meeting, provided that if the Vice-President is not present at such meeting within 15 minutes after the time appointed for holding the meeting or is unwilling to chair the meeting, the Directors present at the meeting will choose one of their number to chair the meeting.

6.7 Board Resolutions

Unless otherwise required under these Bylaws or under the Societies Act, any question arising at a meeting of the Directors or at a meeting of a committee of Directors will be decided by Board Resolution.

6.8 Director Entitlement to Vote

Each Director will be entitled to one vote. In case of an equality of votes, the individual presiding as chair of a meeting will not have a second or casting vote in addition to the vote which such individual is entitled as a Director and the proposed resolution will not pass.

6.9 Procedure for Voting by Directors

- (a) Unless otherwise set out in these Bylaws, voting by Directors may occur by any one or more of the following methods, in the discretion of the chair of the meeting:
 - (i) by a show of hands, an oral vote or another method that adequately discloses the intention of the Directors;
 - (ii) by written ballot; or
 - (iii) by Electronic Means,

provided that where a vote is to be conducted in accordance with paragraph (a)(i), if directed by the chair of the meeting prior to the conduct of the vote, such vote will be conducted by written ballot or other means by which the results of the vote can be presented without disclosing how any individual Director voted.
- (b) No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chair of a meeting may move or propose a resolution.

6.10 Participation in Meetings of Directors by Electronic Means

The Board may determine, in its discretion, to hold any meeting or meetings, either in whole or in part, by Electronic Means, so as to allow one or more individuals to participate remotely in the meeting, provided that all participants in the meeting, whether in person or by Electronic Means, are able to communicate with each other, and any such Director is deemed to be present at such meeting.

Part 7 - Director Conflict of Interest

7.1 Declaration of Conflict

A Director who has a direct or indirect material interest in:

- (a) a contract or transaction, or proposed contract or transaction, of the Society; 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 Society,

must disclose fully and promptly the nature and extent of such interest to each of the other Directors and must otherwise comply with the Societies Act and any policies adopted by the Board from time to time.

7.2 Voting on Proposed Contract or Transaction

A Director who has declared his or her conflict of interest pursuant to Bylaw 7.1 will abstain from voting on the Board Resolution (whether considered at a meeting of Directors or a consent resolution of the Directors) in respect of the contract, transaction or other matter contemplated in Bylaw 7.1 and will refrain from any action intended to influence the discussion or vote.

7.3 Participation in Discussions

A Director who has declared his or her conflict of interest pursuant to Bylaw 7.1 will leave the Directors' meeting, if any:

- (a) at which the contract, transaction or other matter is discussed, unless asked by a majority of other Directors present to remain at the meeting to provide information; and
- (b) when the other Directors vote on the contract, transaction or matter contemplated in Bylaw 7.1,

and in all cases will refrain from any action intended to influence the discussion or vote.

Part 8 - Committees

8.1 Formation of Committees

The Board may create such standing and special committees as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee will automatically be dissolved.

8.2 Delegation to Committees

The Board may delegate any, but not all, of its powers to committees consisting of one or more Directors as it thinks fit.

8.3 Terms of Reference

In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed on it by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

8.4 Committee Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

8.5 Dissolution of Committee

The Board may dissolve any committee by Board Resolution.

Part 9 - Senior Managers and Officers

9.1 Appointment of Senior Managers

The Directors may appoint one or more Senior Managers of the Society to exercise the Directors' authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society.

9.2 Qualifications of Senior Managers

In order to be eligible to be appointed as a Senior Manager, an individual must comply with the requirements set out in the Societies Act and, without limiting the foregoing, must:

- (a) be at least 18 years of age;
- (b) not have been found by any court to be incapable of managing his or her affairs;
- (c) not be an undischarged bankrupt; and
- (d) not be convicted of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless otherwise permitted under the Societies Act.

9.3 Senior Manager Conflicts of Interest

The provisions in Part 7 of these Bylaws apply to Senior Managers, *mutatis mutandis*.

9.4 Election and Appointment of Officers

At the first meeting of Directors following an annual general meeting, the Board will elect or appoint the officers of the Society, including but not limited to the President, Vice-President, a Secretary and a Treasurer, each of whom must be a Director, and any other officers the Board deems necessary. Each such officer will be deemed to be appointed as a Senior Manager to the extent that, by virtue of his or her appointment to such officer position, such individual has been appointed to exercise the Directors' authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society.

9.5 Officer Terms

Unless appointed for a longer term by Board Resolution, each officer appointed or elected by the Directors will hold office until the first meeting of the Board held after the next following annual general meeting.

9.6 Removal of Officers

- (a) The Board may at any time remove a Director as an officer by Board Resolution.
- (b) If any individual ceases to act as a Director at any time, he or she will simultaneously cease to act as an officer of the Society, if applicable.

9.7 Officer Duties - General

The Directors may, for each officer appointed, determine the duties, responsibilities and powers of each such officer, provided that, if appointed, the President, Vice-President, Secretary and Treasurer will have at least the powers, functions and duties set out in this Part 9.

9.8 Role of President

The President is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties.

9.9 Role of Vice-President

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.

9.10 Duties of Secretary

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 Societies Act (except for those records for which the Treasurer is responsible);
- (d) conducting the correspondence of the Board; and
- (e) filing the annual report of the Society and making any other filings with the Registrar under the Societies Act.

9.11 Duties of Treasurer

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 financial records, including books of account, in respect of the Society's financial transactions in accordance with the Societies Act and the Income Tax Act;
- (c) preparing the Society's financial statements and rendering the same to the Directors, Members and others when required; and
- (d) making the Society's filings respecting taxes.

9.12 Absence of Secretary

In the absence of the Secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Part 10 - Financial Matters

10.1 Distribution of Income

Notwithstanding any other provision of the Constitution or these Bylaws, no part of the income of the Society will be paid to or for the benefit of any Member and any income, profits or other accretions to the Society will be used in promoting the purposes of the Society.

10.2 Fiscal Year

The fiscal year of the Society will be determined by the Board from time to time.

10.3 Accounting Records

The Society will maintain such financial and accounting records and books of account as are required by the Societies Act and applicable laws.

10.4 Borrowing and Issuance of Securities

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:

- (a) borrow money; and
- (b) issue bonds, debentures, notes, mortgages, security agreements or other evidences of debt obligations at any time, to any person and for any consideration.

10.5 Investment of Property

The Board may invest the property of the Society in any form of property or security in which a prudent investor might invest, including in any mutual fund, common trust fund, pooled fund or similar investment. The standard of care required of a Director in respect of such investment is that he or she exercises the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society.

10.6 Investment Advice and Delegation of Investment Authority

The Directors may obtain advice with respect to the investment of the property of the Society and may rely on such advice if a prudent investor would rely upon the advice under comparable circumstances.

The Directors may delegate to a stockbroker, investment dealer or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

Part 11 - Seal and Execution of Documents

11.1 Seal

The Society may have a corporate seal in the form approved from time to time by the Board. If the Society has a corporate seal, the Secretary will have custody of, or make the necessary arrangements for the custody of, the seal.

11.2 Affixing of Seal

A corporate seal is not required for the purpose of executing documents and may be affixed only when authorized by Board Resolution and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of any one Director.

11.3 Execution of Instruments

All contracts, documents or instruments in writing requiring the signature of the Society may be signed in the manner directed by the Board from time to time by Board Resolution and in the absence of any such Board Resolution, may be signed by any two officers or Directors.

Part 12 - Inspection of Records

12.1 Inspection of Records

- (a) The records of the Society will be open to the inspection of any Directors in accordance with the Societies Act.
- (b) The Members will have the right to inspect the records required to be kept by the Society in accordance with section 20(1) of the Societies Act (as such section may be amended, restated, renumbered or replaced from time to time), including:
 - (i) the Society's certificate of incorporation, Constitution and these Bylaws;
 - (ii) the Society's register of Members and register of Directors,
 - (iii) each written consent of an individual to act as a Director and each written resignation of a Director;
 - (iv) the minutes of each general meeting of Members, including the text of each resolution passed at such meetings, and any Ordinary Resolutions or Special Resolutions approved in writing by the Members outside of a general meeting; and
 - (v) the financial statements of the Society and the auditor's report, if any, on those financial statement presented to the Members at a meeting of Members.
- (c) Except as expressly provided by law, a Member will not be entitled nor have the right to examine or inspect any other record of the Society, including those required to be kept by the Society in accordance with section 20(2) of the Societies Act, provided that, subject to such policies as the Board may establish from time to time, a Member in good standing may request, by written request delivered to the Society, to examine any other record of the Society and the Society may allow such Member to examine the record, either in whole or in part, and subject to such redaction as the Board deems appropriate all in the Board's sole discretion.

Part 13 - Auditor

13.1 Requirement for Audit

The Society is not required to have an auditor but if it resolves to appoint an auditor, the Society must comply with these Bylaws and the Societies Act.

13.2 Appointment of Auditor

- (a) If the Society wishes to appoint an auditor prior to its first annual general meeting, that auditor will be appointed by the Board.
- (b) If the Society determines to conduct an audit, an auditor will be appointed at an annual general meeting, to hold office until such auditor is reappointed at a subsequent annual

general meeting or a successor is appointed in accordance with the procedures set out in the Societies Act.

13.3 Filling Vacancies in Auditor

Except as provided in Bylaw 13.4, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

13.4 Removal of Auditor

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Societies Act.

13.5 Notice of Appointment

An auditor will be promptly informed in writing of his or her appointment or removal.

13.6 Auditor Qualifications

- (a) An auditor must be qualified to act as an auditor of the Society in accordance with the Societies Act and an auditor who is not or who ceases to be so qualified must promptly resign.
- (b) An auditor must be independent of the Society, to the extent required under the Societies Act and, for greater certainty, no Director nor employee of the Society may be an auditor. An auditor who is not or who ceases to be independent must promptly resign.

13.7 Participation in General Meetings

The auditor, if any, is entitled in respect of any general meeting to:

- (a) receive every notice relating to such meeting to which a Member is entitled;
- (b) attend the meeting; and
- (c) to be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a general meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

Part 14 - Distribution of Records

14.1 Method of Sending or Delivering Records

- (a) A record may be sent or delivered by or to a person in any manner permitted by the Societies Act or as may be agreed upon between the person sending the record and the intended recipient.
- (b) Without limiting Bylaw 3.8 and 14.1(a), a record may be sent or delivered to the Society, a Member, a Director or a Senior Manager by any one of the following methods:
 - (i) by leaving the record with that Person or an agent of that Person; or

- (ii) by mail, courier, electronic mail or facsimile, as applicable, to that Person at his or her Registered Address.

14.2 Deemed Receipt of Notice

Subject to the Societies Act, a notice sent by mail will be deemed to have been given on the third day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received. Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

14.3 Days to be Counted in Determining Notice

If a number of days' notice or a notice extending over any other period is required to be sent, the day the notice is sent or deemed to have been sent and the day on which the event for which notice is sent will not be counted in the number of days required.

14.4 Entitlement to Notice of General Meeting

- (a) Notice of a general meeting will be sent to:
 - (i) every Person shown on the register of Members as a Member on the day notice is sent;
 - (ii) the Directors, to the extent not received by the individual in his or her capacity as a Member; and
 - (iii) the auditor, if applicable.
- (b) No other Person is entitled to receive a notice of general meeting.

Part 15 - Indemnification of Directors and Senior Managers

15.1 Definitions in this Part.

The following terms used in this Part 15 will, unless otherwise defined in the Societies Act, have the following meanings:

- (a) "**eligible party**" means an individual who is or was a Director or Senior Manager or who holds or held an equivalent position in a subsidiary of the Society;
- (b) "**eligible proceeding**" means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which an eligible party or a representative of the eligible party, by reason of the eligible party being or having been a Director or Senior Manager or holding or having held an equivalent position in a subsidiary of the Society:
 - (i) is or may be joined as a party; or
 - (ii) is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action;

- (c) “**expenses**” includes costs, charges and expenses, including legal and other fees, but does not include penalties;
- (d) “**penalty**” means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding; and
- (e) “**representative**” means an heir or personal or other legal representative of the eligible party.

15.2 Indemnification of Directors and Senior Managers

Subject to the provisions of the Societies Act, the Society will indemnify each eligible party and any representative thereof against all penalties to which such person is liable in respect of an eligible proceeding.

15.3 Payment of Expenses

To the extent permitted by the Societies Act, the Society will, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by an eligible party or representative thereof in respect of the eligible proceeding.

15.4 Advancement of Expenses

To the extent permitted by the Societies Act, the Society may pay, as they are incurred in advance of a final disposition of an eligible proceeding, the expenses actually and reasonably incurred by an eligible party or representative thereof in respect of the eligible proceeding, provided that such payments will be made in the discretion of the Board, and only upon receipt from the intended recipient of a written undertaking, satisfactory in form and amount to the Board, to repay the amounts advanced if it is ultimately determined that the payment of expenses is prohibited under the Societies Act.

15.5 Indemnification Prohibited

Subject to the Societies Act, the Society will not indemnify nor pay the expenses of an eligible party or a representative of the eligible party in respect of an eligible proceeding, in either of the following circumstances:

- (a) if, in relation to the subject matter of the eligible proceeding, the eligible party did not act honestly and in good faith with a view to the best interests of the Society or the subsidiary of the Society, as the case may be; or
- (b) in the case of an eligible proceeding other than a civil proceeding, if the eligible party did not have reasonable grounds for believing that the eligible party's conduct, in respect of which the eligible proceeding was brought, was lawful.

15.6 Term of Indemnification

Each Director and each Senior Manager, on being elected, appointed or designated, as the case may be, will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.

15.7 Insurance

The Society may purchase and maintain insurance, for the benefit of any or all eligible parties and representatives thereof against any liability that may be incurred by reason of such parties being or having been a Director or Senior Manager or holding or having held an equivalent position in a subsidiary of the Society.

Part 16 - Distribution on Dissolution

Upon the dissolution or liquidation of the Society, and subject to the Societies Act, the money and other property of the Society remaining after the payment or discharge of the debts and liabilities of the Society (including expenses incurred in the dissolution or winding-up of the Society) will be distributed to one or more charitable organizations with purposes similar to those of the Society (in the discretion of the directors) or, if that cannot be done, to another charitable organization recognized by Canada under the terms of the *Income Tax Act* (Canada).

Part 17 - Bylaws

17.1 Entitlement to a Copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled to and, upon request, the Society will send, him or her, without charge, a copy of the current Constitution and Bylaws of the Society.

17.2 Amendment of Bylaws

- (a) These Bylaws will not be altered or added to except by Special Resolution.
- (b) Any alteration to the Bylaws will be effective as of the date on which the alteration application is filed with the Registrar in accordance with the Societies Act.

Part 18 - Transition (Provisions Formerly Contained in Constitution)

18.1 Affiliation with the Federation of BC Naturalists

The Society is affiliated with the Federation of BC Naturalists and is committed to supporting the objectives of the Federation. This provision was previously unalterable.

18.2 Profits to Society

The purpose of the Society shall be carried out without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes. This provision was previously unalterable.