

**Constitution and By-Laws of the Courtenay and District  
Fish and Game Protective Association**

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# **1. Constitution of the Courtenay and District Fish and Game Protective Association**

## **Article 1 Name of the Society**

The name of the Society is “Courtenay and District Fish and Game Protective Association”.

## **Article 2 Purposes of the Association**

The purposes of the Courtenay and District Fish and Game Protective Association (“the Association”) are as follows:

- a) To conserve, enhance, and promote the wise use of all natural resources,
- b) To raise monies to restore fish and wildlife populations and their habitat,
- c) To support scientifically sound conservation,
- d) To practice and promote safe and ethical sportsmanship,
- e) To promote hunting and fishing as rights to be enjoyed by all Canadians and to affiliate and work with like-minded organizations,
- f) To provide education, training, skills, and social development relating to conservation, hunting, fishing, shooting sports, and associated outdoor activities, and
- g) To provide facilities for pursuing these purposes for Association members.

## **Article 3 Dissolution**

Upon the dissolution of the Association all assets of whatever kind and nature will be disposed of and, after payment of all outstanding debts, obligations, and costs of the Association, the balance will be distributed to organizations with similar purposes to the Association. This article shall be unalterable.

## **Article 4 Area of Operation**

The operation of the Association is to be carried on in the Province of British Columbia. This article shall be alterable.

## **2. By-Laws of the Courtenay and District Fish and Game Protective Association**

In these By-laws,

- a) "Directors" means the directors of the "Association" for the time being;
- b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
- c) "Registered address" of a member means his address as recorded in the register of members;
- d) "Term" means the time between the annual general meeting and the immediate next annual general meeting;
- e) "Officer term" has the same meaning as "term".

The definitions in the Society Act on the date these By-laws become effective apply to these By-laws. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

### **Article 1, Section A Part 1 Membership**

1. The members of the Association are the applicants for incorporation of the Association, and those persons who subsequently have become members in accordance with the By-laws, and, in either case, have not ceased to be members.
2. An individual 19 years of age or over shall become a regular member upon majority acceptance of the Board of Directors (hereinafter called the "Board") at Executive Meetings, and the majority of the Association members at the next general meeting. The Directors may at any time postpone, on terms and conditions, the consideration of all or some applications for membership.
3. Each member shall inform the Secretary or his designate in writing of his up to date address and e-mail address (if any) and fax number (if any) for the purposes of receiving notices from the Association. This is an ongoing obligation.
4. Voting privileges will be extended to new members following three months valid membership.
5. These Bylaws allow the Association to create a Junior Membership, a Corporate Membership, an Associate Membership, and a Life Membership.
6. The annual dues shall be a sum proposed by the Board, as may be decided from time to time and approved by a majority vote of the members present at a general meeting
7. Memberships are for the calendar year, January 1 to December 31.
8. All new members must sign a declaration acknowledging receipt of the following documents; Constitution, By-laws and General Rules of Conduct, and agree to uphold the Constitution and comply with these By-laws and Rules.
9. Members are encouraged to contribute volunteer time in each calendar year.
10. Members and Good Standing

All members are in good standing except a member who has failed to pay his current annual membership fee or other subscription or debt due and owing by him to the Association. Unless the Directors otherwise decide, a member who has not paid his membership fee may, at any time, bring himself into good standing by paying his membership fee even though it is past due.

## **Article 1, Section A Part 2 Repealed March 2, 2015**

### **Article 1, Section B Part 1 Cessation of Membership**

A person shall cease to be a member of the Association:

1. by delivering his resignation in writing to the Secretary of the Association or by mailing or delivering it to the address of the Association;
2. on his death;
3. on being expelled; or
4. having not been a member in good standing for a period of 30 days.

### **Article 1, Section B Part 2 Expulsion of Members Generally**

An Ethics Committee consisting of three members in good standing and chaired by a Vice President shall be appointed annually by the Board. This committee shall review complaints pertaining to the conduct of any member and make recommendations to the Board and/or General membership as requested. According to these Bylaws the members or the Board may only expel a member by the two alternatives described below:

1. A member may be expelled by a special resolution of the members passed at a general meeting. Notice of the special resolution must be made at least 14 days prior to a hearing. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion. If a complaint is supported by more than one member or non member the names of those members or non members must be included in the resolution. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard in person or by agent at the general meeting before the special resolution is put to a vote. Any member who knowingly provides false information will be subject to disciplinary action by the Board.
2. The Board may, by a two-thirds vote of those present, expel a member for just cause. A member subject to a vote for expulsion must be given at least 14 days written notice of such a meeting, and a brief description of the reason(s). He will also be given the opportunity to defend in person or by agent prior to the vote.

### **Article 1, Section B Part 3 Removal of a Director or an Officer**

1. The members may, by special resolution, remove a Director or Officer from his elected position for just cause before the expiration of his term in office and may elect, by majority vote, a successor to serve until the next annual general meeting.
2. The notice of special resolution for removal shall be accompanied by a brief statement of the reason(s) for the proposed removal.
3. The person who is the subject of the proposed resolution for removal shall be given an opportunity to be heard in person or by agent at the general meeting before the special resolution is put to a vote.

## Article 2, Section A Meetings

1. The Association shall hold monthly general meetings on the first Monday of the month, except when another date may be set by the Board.
  - a) An Extraordinary General Meeting must be called by the Board on the requisition of 10% or more of the voting members of the Association.
  - b) The Board may also call an Extraordinary General Meeting. A notice of such extraordinary general meeting and its purpose shall be mailed, or otherwise made known, to each regular member at his address appearing on the books of the Association, at least 14 calendar days prior to meeting.
  - c) Notice of a general meeting shall specify the place, the day and the hour of meeting and in case of special business, the general nature of that business. The accidental omission to give notice of a general meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
2. All policy rules, orders and charges for the Association and for the day to day operation of the Association and its facilities, shall be approved by the Board and passed by a majority of members at a general meeting. These items shall then be available and posted in an appropriate location.
3. A non-member may be permitted to attend a general meeting of this Association as a guest, and must be introduced at the start of the meeting.
4. The order of business at general meetings shall be as follows, unless it is suspended or altered by a simple majority of members present:
  - a) Call to order by presiding officer and introduction of guests.
  - b) Approval of Agenda
  - c) Reading or circulation of minutes from the previous month's general and Board meetings.
  - d) Approval of previous month's general meeting minutes
  - e) Business arising from the minutes of the previous general and Board meetings
  - f) Correspondence and communications
  - g) Treasurer's report (paid and unpaid bills)
  - h) Committee, Old unfinished, and New Business must be brought to a Board meeting prior to inclusion in General Meeting agenda. The Presiding Officer may allow for additions to the General Meeting agenda if advised of the item prior to commencement of the General meeting. The Presiding Officer, at his discretion, may then direct the item to the appropriate committee for action as deemed necessary
  - i) Good of the Association and announcements.
5. Any member may request a secret ballot be exercised on any voting matter. The Chair will oversee issuance of ballots upon proof of voting privileges. Voting is by show of hands, unless the members present otherwise decide. A member in good standing present at a meeting of members is entitled to one vote. Voting by proxy is prohibited.
6. The Association shall utilize Roberts Rules of Order as a guideline in conducting all general and executive meetings of the Association. As a general practice all agenda items shall be approved prior to the commencement of a meeting.
7. No business, other than the election of a Chairperson and the adjournment or termination of the meeting, shall be conducted at an annual general meeting at a time when a quorum is not present. If, at any time during an annual general meeting, there ceases to be a quorum present, business then in progress shall be suspended. If, within 30 minutes from the time appointed for a members' meeting, a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if, at the

adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum, provided there are at least 3 members present.

8. The President of the Association, a Vice President or, in their absence, one of the other Directors present, shall preside as Chairperson of a general meeting.
9. If at a general meeting:
  - a) there is no President, Vice President, or other Director present within 15 minutes after the time appointed for holding the meeting; or
  - b) the President and all the other Directors present are unwilling to act as Chairperson; the members present shall choose one of their number to be Chairperson.
10. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

## **Article 2, Section B Annual General Meeting**

The annual general meeting of the Association shall be held on the first Monday in December. The close of the fiscal year shall be August 31.

## **Article 3, Quorum Definition**

1. For General and Extraordinary Meetings a quorum shall consist of 51 members in good standing, including officers.
2. A quorum of the Board shall consist of a majority of the Board.
3. A quorum of the Finance Committee shall consist of a majority of the Finance Committee.
4. A quorum of any committee shall consist of a majority of members duly named to that committee.
5. Only members who have paid their dues for the current year shall be eligible to vote, and on request of the chair must furnish proof of such payment by producing a valid membership card.

## **Article 4, Section 1 Elections of Officers**

The Officers of the Association shall consist of:

1. A President, two Vice-Presidents, a Treasurer and a Secretary – all of whom shall be elected at the December annual general meeting of the Association.
2. Duly elected Officers shall be installed and assume their duties of office for one year at the annual general meeting held in December.
3. A special election may be held to fill an official vacancy at a general meeting upon at least 14 days notice of such election to Association members.
4. The Board may at any time appoint a Director to fill any Officer vacancy.
5. Any Officer so appointed shall serve the unexpired officer term of the Officer he is replacing.
6. A Nominating Committee (five members), consisting of up to three Past Presidents of the Association and members in good standing appointed by the Board, will provide a slate

of candidates for nomination as Officers at the December meeting. Nominations will also be accepted from the floor.

#### **Article 4, Section 2 Elections of Directors**

1. The Board consists of the Officers of the Association plus eight (8) Directors at Large (members in good standing).
2. The Directors at Large are elected at the December annual general meeting for two year terms. Terms shall overlap to ensure that four Directors at Large are elected each December.
3. Directors may not sit as Chairpersons of any standing Committee. The immediate past President may, at the discretion of the President, serve as an ex officio (non-voting) member of the Board for one year, to aid with the smooth transition of Board business following elections.
4. A Nominating Committee (five members), consisting of up to three Past Presidents of the Association and members in good standing appointed by the Board, will provide a slate of candidates for nomination as Directors at the December meeting. Nominations will also be accepted from the floor.

#### **Article 5, Section 1 Powers and Duties of the Board**

1. The Board may exercise all such powers and do all such acts and things as the Association may exercise and do, and which are not by these By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in the general meeting, but subject, nevertheless, to the provision of:
  - a) all laws affecting the Association;
  - b) these By-laws; and
  - c) rules, not being inconsistent with these By-laws, which are made from time to time by the Association in the general meeting.
2. No rule made by the Association in the general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
3.
  - a) The Board shall meet one week prior to the general meeting, or as required.
  - b) The Board shall manage the affairs of the Association, recommend the admittance of new members and call extraordinary meetings.
  - c) The Board shall formulate the policies, orders and charges of the Association, set a program for the general meeting, vote on and recommend activities for club programs.
  - d) The President shall appoint Vice Presidents and Directors at Large to a program or activity area of the Association. As required these Board members will be responsible to communicate and meet with the associated committees or functions under each program or activity area, and report to the Board.
  - e) Program or activity areas of the Association shall be operated by Standing Committees which may change at the direction of the Board.
  - f) Any committee chair, his designate, or member in good standing may address the Board upon invitation of a Board member, or following seven days written notice to any Board member, of his intent to address the Board on a specific agenda item.

## **Article 5, Section 2 Duties of Officers**

1. The President shall preside at and direct Association meetings, unless the members or Board otherwise decide, and enforce rules and perform duties prescribed by the Board.
  - a) The President is:
    - the Chief Executive Officer of the Association;
    - the chief spokesperson for the Association; and
    - the supervisor of other Directors and Officers;
  - b) Annually, on the recommendation of a committee and the Board, the President shall approve the appointment of the Chair of the committee. This shall apply to all standing committees. There is no limit on the number of terms a chair may serve.
  - c) The President shall be an ex-officio member of all Committees.
2. The Vice Presidents shall assist the President and carry out the duties and exercise the powers of the President during his absence.
3. The Secretary shall:
  - a) conduct the correspondence of the Association;
  - b) issue notice of meetings of the Association and Board;
  - c) keep minutes of all meetings of the Association and Board;
  - d) have custody of all records and documents of the Association except those required to be kept by the Treasurer; and
  - e) have custody of the common seal of the Association
4. The Treasurer shall:
  - a) keep such financial records, including books of account, as are necessary to comply with the Society Act.
  - b) render financial statements to the Board, members and others when required.
5. Any of the Officers of the Association may be signing Officers of the Association.

## **Article 5, Section 3 Duties of the Board**

1. The Board is required to first and foremost serve the betterment of the Association and expects of itself and its members ethical and business like conduct. Within the context of responsible governance a member may hold and represent the Association in one official position only, with the exception of appointments to the Finance and Ethics Committees and by the President to "Ad Hoc" or "short term" task forces with specific goals.
2. The Board shall:
  - a) especially hold in trust all matters pertaining to finance, capital expenditure, assets of the Association, and all By-Laws of the Association. As the executive and directors individually have fiduciary accountability, the Board shall have the power to veto any motion; however, any motion must first be referred back to the membership for reconsideration before veto privilege is exercised.
  - b) enter in the register the names of applicants for incorporation and the name of every other person admitted as a member of the Association, together with the following particulars of each: the full name and residence address; the date on which a person is admitted as a member; and the date on which a person ceases to be a member.

- c) ensure that all reports, including financial reports, required by law to be prepared by the Association for the annual general meeting are prepared.
- d) ensure that all reports that have to be filed after the annual meeting are filed as required by the Society Act and Income Tax Act or other law.
- e) ensure the Association has at least one account with a chartered bank, credit union, or trust company for the deposit of funds.
- f) keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:
  - I. all money received and disbursed by the Association and the manner in respect of which the receipt and disbursement took place;
  - II. every asset and liability of the Association; and
  - III. every other transaction affecting the financial position of the Association.
- g) prepare draft agenda for the following general meeting for approval of the membership.
- h) suspend the duties of an Officer, Director, or Committee Chair should that member be charged or be under investigation of any offence that could be viewed as not becoming of an Officer, Director, or Committee Chair of the Association, pending resolution of the matter.

**Article 5, Section 4 Duties of Individual Board Members**

1. In carrying out their responsibilities Board members may not attempt to exercise individual authority over the organization, except as explicitly set forth in policy directives. Any real or apparent conflicts of interest that emerge during the conduct of normal Board activities must be revealed to the Board, who will decide how such conflicts will be addressed and the resulting decisions will be recorded.
2. A Board member shall:
  - a) act honestly and in good faith and in the best interests of the Association.
  - b) when directly or indirectly interested in a proposed contract or transaction with the Association disclose, fully and promptly, the nature and extent of his interest to each Director and otherwise comply with the requirements of the Society Act.
  - c) exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a Board member.

**Article 5, Section 5 Miscellaneous Duties of the Board**

1. The Board may, at any time, and the Secretary on the request of two Board members shall, convene a meeting of the Board.
2. Other Officers, if any, shall perform such duties as the members may decide at a general meeting or an extraordinary general meeting.
3. The Board or members may add additional duties or powers to any Director or Officer or transfer duties or powers among Directors or Officers.
4. In the absence of the Secretary from a meeting, the Board shall appoint another person to act as recording Secretary at the meeting.
5. Should the Association employ a Business Manager, duties may be assigned to this position on the approval of the Board. This may include day to day duties normally associated with

members of the Board. Any staff employed by the Association shall be responsible to, and report to, the Board.

6. Remuneration of any staff shall be at the direction of the Board and approved in the Annual Association Budget.

#### **Article 5, Section 6 Committees of the Board**

1. The Board may delegate any, but not all, of their powers to Committees consisting of such persons as they think fit, and may name the Committee, after consultation with the committee chair.
2. A Committee so formed in the exercise of the powers so delegated shall conform to any rules that may, from time to time, be imposed on it by the Board, and shall report every act or thing done in exercise of those powers to the Board.
3. Subject to directions of the Board, the Committee shall determine its own procedure.
4. The members of a Committee may meet and adjourn as they think proper.
5. A Finance Committee to consist of the President, the Vice-Presidents, the Treasurer, two elected Directors and two members in good standing (appointed by the Board) will assist the Treasurer in formulating Association financial policy.
6. The Finance Committee is responsible for preparation of the Annual Operating Budget of the Association to be ratified by the Board and the General Membership at the Annual General Meeting.
7. Non budgeted expenditures (not in the Annual Budget) under \$1,000.00 must be authorized by the Finance Committee. Non budgeted expenditures under \$2,000 must be reviewed by the Finance Committee prior to presentation to the Board, who may then authorize such amount. Any non budgeted expenditures in excess of \$2,000 must be submitted to the Finance Committee at least 30 days prior to the next Board meeting in writing and contain all relevant information, including drawings where applicable. Upon recommendation by the Finance Committee and the Board, such expenditure must be approved by the General Membership. Emergency non budgeted expenditures (as determined by the Board) must be approved by the Board.
8. **Chairperson's responsibilities:**
  - a) Responsible for the administration of the committee's mandate and will report on the committee's progress to the Board on a regular basis, or as requested by the Board.
  - b) Will recommend committee members
  - c) Will designate an alternate in his or her absence.
  - d) Except in emergency situations, no work will be carried out by the committee without the Chairperson's approval.
  - e) Will be responsible for the administration of expenditures as approved in the Annual Budget, or under Article 5, Section 6, 7). All invoices must spell out what the expenditure is for and be initialled by the Chairperson before payment is made by the Treasurer.
  - f) As per Article 9, sections 9 & 10) for both budgeted and non budgeted expenditures the Chairperson will ensure that three quotes are obtained for contractual works / services and expenditures over \$1000, and ensure that both the Chair and the Director sign off on such prior to awarding contracts or making expenditures.
  - g) Prior to contractual work being awarded or expenditures being made, the Chair will notify the Treasurer or the appropriate Director.
  - h) The Chairperson will record names of all members attending work parties and provide such to the Board upon request.

## **Article 6, Section 1 Borrowing Money**

The Association may borrow, raise or secure payment of money, provided however, that in no case shall money be borrowed without the enacting of an extraordinary resolution of the Association.

## **Article 6 Section 2 Investment Standards**

1. The funds and property of the Association must be used and dealt with only for its purposes in accordance with its bylaws.
2. "Prudent standards" are those that, in the overall context of an investment, a prudent person would apply to investments made on behalf of another person to whom there is owed a fiduciary duty to make investments without undue risk of loss and with a reasonable expectation of a fair return on the investments.
3. The Association must adhere to prudent standards in making investment and lending decisions.

## **Article 7 Audit**

1. Each year the accounts of the Association shall be examined and the correctness thereto asserted by an Audit Committee of three (3) who shall be elected at the General meeting in September, or failing such election, be appointed by the Board.
2. The audit committee shall not be members of the Board. The Association may call on the services of a professional independent auditor for this purpose.
3. The Audit Committee shall make a report of the accounts examined by them and on every balance sheet laid before them, to the membership at the annual general meeting. Any member may inspect the books and records of the Association and on demand be furnished with a copy of the latest financial statement.

## **Article 8 Property Control**

The Association shall not purchase or dispose of any real property without a special resolution requiring an extraordinary meeting being called and being sanctioned by a majority of members attending that meeting. For the purposes of this article 75% shall be considered a majority.

## **Article 9 Miscellaneous**

1. Return of Documents and Property  
At any time the Board may require, on terms and conditions, a Director, Officer, member, or a former Director, Officer, or member to return any property or document belonging to the Association that happens to be in the control or possession of such Director, Officer, member, or such former Director, Officer or member.
2. Resolutions in Writing  
A resolution in writing, signed by at least two-thirds of the existing Board or Committee members and placed with the minutes of the Board or the Committee, is as valid and effective as if regularly passed at a meeting of the Board or the Committee.

3. In Camera Meetings

The Board and its Committees may hold meetings in camera. Every Board member shall keep confidential information obtained in such a meeting unless the release of such information is required by law or is allowed for by a decision or policy of the Board.

4. Association meetings in whole or in part will not be electronically recorded without the express permission of the presiding officer, who must announce at the beginning of the meeting that he has granted such permission.
5. Other than equipment operating at the request of the Board or a standing committee the servicing of, or access to, equipment for servicing is not allowed on, from, over or through Association property without prior approval of the Board. All servicing involving petroleum products or other hazardous materials must be carried out in a designated safe area.
6. The use of Association property for commercial purposes in any manner whatsoever is not allowed without prior approval of the Board.
7. There will be no launching, or access to, houseboats, float house, float camps or live aboard vessels from, through or over Association property.
8. No Director or Officer shall be remunerated for being or acting as a Director or Officer, but a Director or officer may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Association.
9. Where ever possible utilizing the services of Association members should be encouraged and considered, where such action is not inconsistent with the Association Bylaws.
10. Where it can be reasonably expected, no contractual work or services shall be awarded, or expenditures over \$1000 made, by the Association or its members without three quotes being obtained.
11. Prior to awarding contracts or making such expenditures the Committee Chair and the Director advising the Board for that committee / activity must sign off on such contract or expenditure, for both budgeted and non-budgeted items.

**Article 10 Amendments**

These by-laws may be altered or amended by special resolution. Members are to be notified through newsletter and / or email immediately following approval of changes to guidelines and rules. (Special resolution requires not less than 75% of the votes of those members of the Association who, being entitled to do so, vote in person – Society Act).