

**Bylaws of the Courtenay and District Fish and Game Protective Association**

**(October 31<sup>th</sup> 2018)**

<b>Table of Contents</b>	1
Definitions	2
Article 1. Membership	2
Article 2. Meetings	4
Article 3. Quorum Definition	6
Article 4. Election of Officers	6
Article 5. Powers and Duties of the Board	7
Article 6. Borrowing Money	12
Article 7. Audit	13
Article 8. Property Control	13
Article 9. Miscellaneous	13
Article 10. Amendments	14
Article 11. Dissolution	14
Article 12. Area of Operation	14

## **Definitions**

In these Bylaws:

**"Act"** means the Societies Act of British Columbia as amended from time to time;

**"Board"** means the directors and officers of the Society hereinafter "the Association".

**"Bylaws"** means these Bylaws as altered by "Special Resolution" from time to time.

**"Special Resolution"** means a resolution requiring the approval of at least 75% (unless otherwise specified in these bylaws) of the voting members present in a general meeting duly called and constituted to deal with bylaw amendments. These bylaws may also specify that changes to certain policies, procedures, regulations and rules may also require approval by such "Special Resolutions".

### **Definitions in Act apply**

The definitions in the Act apply to these Bylaws.

### **Conflict with Act or Regulations**

If there is a conflict between these Bylaws and the Act, or the Regulations under the Act, the Act or the Regulations, will prevail.

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

1. Applicants for membership must submit a completed and duly signed Association current "application for new membership form", along with payment of the applicable fees. The application must be submitted for review by the membership committee, recommended by the Board and approved by the General membership.

Upon approval by the majority of members in attendance at a General Meeting, the applicant will become a "member" of the Association with a membership card and full access privileges to all facilities. Membership fees, other than for the Corporate and Associate classes, shall include membership in the B.C. Wildlife Federation. The Board shall not approve any applicant whose membership has been suspended or revoked in any like-minded organization.

2. The Association shall have the following classes of membership – **Regular, Junior, Family, Senior, Life, Corporate, and Associate**. All members are encouraged to contribute volunteer time in each calendar year. Unless noted below all "members" have the right to vote and to hold office, providing they meet the position requirements. Policies and procedures relating to changes in membership criteria require approval by 'Special Resolution'.

- a) Regular - 18 plus years;
- b) Junior - 10 to 17 years; Junior (and Family members 17 and under) may not vote or hold office.
- c) Family - includes spouse and / or dependent children.
- d) Senior - 65 plus years of age.

Approved by members' special resolution, November 12<sup>th</sup>2018

- e) Life - Awarded to members and their spouses under Association policy and guidelines.
  - f) Corporate - Will not vote or hold office.
  - g) Associate - Awarded by the Association to an individual or an organization. Will not vote or hold office.
3. Voting privileges will be extended to new members following three months valid membership. Members may hold office following twelve months valid membership.
  4. The annual fees for each class of membership shall be a sum proposed by the Board in the annual Budget, and as approved by the members present at a general meeting.
  5. Members who fail to pay their current annual membership fees owing to the Association, on or before their membership expiry date, will cease to be members. A new member application form must be submitted to rejoin the Association. For current members' convenience, this bylaw provides for a one-year transition period that allows for the implementation of web-based fee payment and electronic site access security systems.
  6. All new members must sign a declaration acknowledging they have read the following documents; Constitution, By-Laws, and general rules and regulations; and must agree to uphold the Constitution and comply with these By-Laws, rules, and regulations.
  7. Each member shall inform the Secretary or their designate in writing of their current address and e-mail address (if any) for the purposes of receiving notices from the Association. This is an ongoing obligation. The Association will adhere to the Personal Information and Protection Act (PIPA) as it pertains to its members.

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

1. A person shall cease to be a member of the Association:
  - a. if they have any outstanding dues or fees owing to the Association;
  - b. by delivering their resignation in writing to the Secretary of the Association or by mailing, emailing, or delivering it to the address of the Association;
  - c. on death;
  - d. on being expelled.
2. After becoming a member, membership fees are not refundable.

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

1. According to these Bylaws the members or the Board may only expel a member by one of the two alternatives described below:
  - a) A member may be expelled by a special resolution of the members passed at a general meeting. 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.

b) The Board may, by a two-thirds vote of those present, suspend a member for breaching the Association's Code of Conduct. This may lead to expulsion, or other disciplinary action.

2. Members subject to proposed resolutions for expulsion, either at general or Board meetings, must be given at least 16 days written notice of such meetings, and a brief description of the reason(s). They will also be given the opportunity to defend in person or by agent 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.

3. In the event of extremely unacceptable or unsafe on-site behaviour, in accordance with Association Regulations, members authorized by the Board may suspend temporarily the membership of a person and require the person to immediately return the keys and leave the property. Such action would then lead to action under 1a) or b) above.

4. The Board may request its Ethics Committee (Article 5, section 6.5) to make recommendations in some cases concerning the proposed expulsion of a member.

#### **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 their elected position for just cause before the expiration of their term in office.

2. The notice of special resolution for removal shall be accompanied by a brief statement of the reason(s) for the proposed removal. The special resolution for removal of a director or officer requires a 2/3 majority vote.

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 second 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 an extraordinary general meeting and its purpose shall be mailed, e-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 policies of the Association shall be approved by the Board and passed by a majority vote of members at a general meeting unless otherwise specified in these bylaws. These items shall then be made 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 approved Board meeting minutes.
  - 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. Voting is by show of hands, unless the members present decide otherwise. Every member present at a meeting of members is entitled to one vote. Voting by proxy is prohibited.
6. The Association shall recognize Roberts Rules of Order as a guideline in conducting all general and executive meetings of the Association.
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 AGM, there ceases to be a quorum present, business then in progress shall be suspended.
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 AGM of the Association shall be held on the second Monday in December.

### **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 consists of no less than seven members.
3. A quorum of any committee shall consist of a majority of members duly named to that committee.
4. Only members who have paid their dues for the current year shall be eligible to vote (subject to Article 1, Section A, Part 1 paragraphs 3 & 5), and on request of the chair must furnish proof of such payment by producing a valid membership card.

### **Article 4 Elections of Directors and Officers**

1. The Board consists of the Officers of the Association (5) plus eight (8) Directors at Large.
2. The Officers of the Association shall consist of: A President, two Vice-Presidents, a Treasurer, and a Secretary.
3. The Nomination Committee, appointed by the Board, will provide to the October Board meeting a slate of candidates for election as Directors and Officers for presentation at the November General meeting.
4. Nominations will be accepted from the floor at the Annual General Meeting. All nominees must declare in writing their consent and qualifications to act as an officer or director of the Association in accordance with Policy and Procedures.
5. Elected Officers shall be installed and assume their duties of office for two years at the AGM held in December. To ensure continuity in Board operations, the President, one VP, and the Secretary shall be elected in one year and the other VP and the Treasurer shall be elected in the following year. The Directors at Large shall be elected for two-year terms that overlap to ensure some Board continuity.

6. Officers may serve for a maximum of two consecutive two-year terms in their elected position. Directors may serve for three consecutive two-year terms. The Nominations Committee must recommend to the October Board meeting variances from this bylaw based on current circumstances, which must be approved by the members at the AGM. A nominee for the position of President must have served as a member of the Board for two years.
7. The Board may at any time appoint a Director to fill any Officer vacancy or a member for a Director vacancy. Such appointments must be ratified by the membership at the next general meeting. Members so appointed must declare in writing their consent and qualifications to act as a Director. Vacancies thus filled continue until the next AGM.
8. The Board may appoint for a set term up to three additional directors to the Board for specified roles identified by the Board. Such appointment must be ratified by the membership at the next general meeting by a majority of 75%.
9. Directors will not serve as Chairpersons of any Standing Committee.
10. The immediate past President will serve as an ex officio (non-voting) member of the Board to aid with the smooth transition of the Board.
11. The Elections Committee will be appointed by the Board.

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

1. The Board shall manage the affairs of the Association. Additionally, the Board will 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) Policies, procedures, and regulations, not being inconsistent with these By-laws, which are made from time to time by the Association in a General Meeting and developed by the Board in support of on-going Association affairs.

2. No policy, procedure or regulation made by the Association in a 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 generally meet two weeks prior to the General Meeting, or as required; and

b) Call Extraordinary Meetings.

- c) The Board shall formulate the policies, procedures, and regulations of the Association, set a program for the General Meeting, vote on and recommend activities for Association 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, their designate, or any committee member may address the Board upon invitation of a Board member or following seven days written notice to any Board member, of their intent to address the Board on a specific agenda item.

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

1. The President shall chair 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 primary spokesperson for the Association, and supervisor of other Directors and Officers.
  - b) The President shall annually approve in January of their term, the appointment of the Chairs of all standing committees on the recommendation of each committee and the Board. There is no limit on the number of terms a chair may serve.
  - c) The President is 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 the President's absence.
3. The Secretary shall:
  - a) Conduct and manage the correspondence and records of the Association;
  - b) Issue notice for all Association and Board meetings;
  - c) Keep minutes for 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. Custody includes maintenance of files under lock and key in the Association Office.
  - e) Provide for inspection of records and financial statements, by directors, members, and other persons, as required to comply with the Societies Act, and to provide copies upon written request for a reasonable fee, where allowed. A written record of all such inspections, and requests for copies, will be maintained and circulated to the directors with the Board meeting agendas.



4. The Treasurer shall:

- a) Keep such financial records, including books of account, as are necessary to comply with the Societies Act.
- b) Render financial statements to the Board, members and others when required.
- c) c) Ensure the payment and the reporting of all remittances and the claiming of tax rebates,
- d) Chair the Finance Committee.

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 Board member may hold and represent the Association in one official position only, except for 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 will:

a) Especially hold in trust (keep confidential) all matters pertaining to finance, capital expenditure, assets of the Association, and comply with all By-Laws of the Association. As the officers and directors individually have fiduciary accountability, the Board shall have the power to veto any motion; however, any motion must first be referred to the membership at the next general meeting 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; the full name and residence address, the date on which a person is admitted as 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 must be filed after the annual meeting are filed as required by the Societies 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 Societies 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 policies, procedures, and regulations that may, from time to time, be imposed on it by the Board, and shall report every act or thing done in the exercise of those powers to the Board. Generally, Standing Committees shall deliver a continuing program of services and facilities and are assigned annual budgets; whereas *ad hoc* committees, such as Nominations and Elections, are formed and funded when required to accomplish specific deliverables.
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. An Ethics Committee, consisting of no less than three members, shall be appointed annually by the Board. This committee shall at the Board's request review complaints pertaining to the conduct of any member and make recommendations to the Board.
6. A Finance Committee to consist of the President, the Vice-Presidents, the Treasurer, two elected Directors and two members (appointed by the Board) will assist the Treasurer in formulating Association financial policy. The Finance Committee is responsible for:
  - a) Preparation of the Annual Operating Budget of the Association to be ratified by the Board and the General Membership.
  - b) Authorization of non-budgeted expenditures (not in the Annual Budget) not to exceed the allowable limit set in the Association's Finance Policy.
  - c) Review of non-budgeted expenditures under the allowable limit set in the Association's Finance Policy prior to presentation to the Board, who may then authorize such amount.
  - d) Review and recommendation to the Board of non-budgeted expenditures of more than the allowable limit set in the Association's Finance Policy. Such recommendations should include all relevant information and drawings, where applicable. Such expenditure must be approved by the General Membership. Emergency non-budgeted expenditures (as determined by the Board) must be approved by the Board.
7. Expenditures on items and services that have been underbudgeted in the annual budget may proceed providing that the excess required is available in the facility or program approved budget and does not exceed 20% of the originally budgeted amount. Excess expenditures not covered by existing program or facility budgets must be approved upon Board recommendation to the general meeting before purchase or contract agreements are entered.
8. The Board Advisory Committee on Governance (BACG) will provide advice and recommendations to the Board on its priority issues, including organization and strategy

development, policy, procedure and regulation standards, and continuous improvement opportunities.

9. Chairperson's responsibilities:

1) Generally, for all Chairpersons of Committees of the Board:

- a) The Chairperson is responsible for the administration of the committee's mandate and will report on the committee's progress to the Board as requested,
- b) Will recommend to the Board committee members, and
- c) Will designate an alternate in his or her absence.

2) Specific to those Chairpersons designated as "Senior Managers" in the Societies Act, such as Program Chairpersons:

- a) Except in emergency situations, no work will be carried out by the committee without the Chairperson's approval.
- b) Will be responsible for the administration of expenditures as approved in the Annual Budget, or under Article 5, Section 5 & 6. All invoices must spell out what the expenditure is for and be initialled by the Chairperson before payment is made by the Treasurer.
- c) As per Article 9, sections 9 & 10 for both budgeted and non-budgeted expenditures the Chairperson will ensure that three quotes are requested for contractual works / services and expenditures over \$1000 and ensure that both the Chair and the Director approve such prior to awarding contracts or making expenditures.
- d) Prior to contractual work being awarded or expenditures being made, the Chair will notify the Treasurer or the appropriate Director.
- e) 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 a Special 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. The close of the fiscal year shall be August 31. 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 vote 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. This clause applies unreservedly to the return of membership cards and keys at the cessation of membership for whatever reason.

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.

#### **Article 11 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.

#### **Article 12 Area of Operation**

The operation of the Association is to be carried on in the Province of British Columbia.