



**wildsight**  
kimberley/cranbrook

# WILDSIGHT KIMBERLEY/CRANBROOK BRANCH BYLAWS

Amended on April 17, 2018

## 1. INTERPRETATION

- 1.1 In these bylaws, unless the context otherwise requires, words importing the singular include the plural; masculine includes the feminine, and vice-versa; and words importing persons include corporations.
- 1.2 "Act" means the Societies Act of the Province of British Columbia as amended from time to time and any successor legislation thereto.
- 1.3 "Wildsight" means the legal charitable society named "Wildsight", society number S-22548, charity number 134892496 RR0001
- 1.4 "Regional Council" means the board of directors of "Wildsight"
- 1.5 "Society" means Wildsight Kimberley/Cranbrook branch which is a society that has been authorized by the Regional Council of Wildsight to use the Wildsight name and affiliate itself with Wildsight.
- 1.6 "Member" means a person that:
  - a) is a member of Wildsight,
  - b) chooses to be a member of the society, and
  - c) is approved as a member of the Society by the directors of the Society.
- 1.7 "Directors" means those members who become appointed, elected or replacement directors in accordance with these bylaws and have not ceased to be directors, and a "Director" means any one of them.
- 1.8 "The "Board of Directors" means the Directors acting as authorized by the constitution and these bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society

## 2. MEMBERSHIP

- 2.1 Each member has one vote and is entitled to all the rights and obligations of membership.
- 2.2 A member ceases to be a member of the Society by any of:
  - a) submitting his resignation in writing to Wildsight and/or the society,
  - b) ceasing to be a member of Wildsight,
  - c) his death or incapacitation; or
  - d) his expulsion.
- 2.3 Members have a duty to uphold the Society's constitution and to act in accordance with the Society's purposes. The directors may, by resolution, expel a member whose conduct is found by the directors to be detrimental to the Society or inconsistent with the Society's constitution or purposes.

- 2.4 The directors must provide a member who is subject to an expulsion resolution, with fourteen (14) days' notice of the meeting at which the resolution will be proposed. The member has a right to attend such a meeting and address the Directors prior to the vote.
- 2.5 The directors may refuse a membership.
- 2.6 A member is not entitled to vote on a resolution unless the member is in good standing in accordance with these bylaws.
- 2.7 A member is in good standing except:
  - 2.7.1 a member who has given notice of resignation to the Society;
  - 2.7.2 a member who has ceased to be a member of Wildsight; or
  - 2.7.3 a member who has been expelled by the Society.

### 3. MEETINGS

- 3.1 Special general meetings may be called at any time by a majority of the Directors, or at the written requisition of ten percent or more of the members.
- 3.2 Notice in writing of the Annual General and special general meeting specifying the place, the day, and the time of such meeting, and in the case of a special meeting, the nature of the business to be transacted, shall be given to every member in good standing not fewer than fourteen (14) days prior to the date of the meeting. Such notice may be given by electronic communication or by circulation in the newsletter to all members. The Annual General Meeting shall be held no later than 30<sup>th</sup> April of each year.
- 3.3 Notice of an Annual General Meeting shall contain the agenda for the meeting and the text of all special resolutions submitted for inclusion in the agenda. Any special resolutions will be presented with sufficient detail to form a reasoned judgement concerning that business.
- 3.4 A quorum at any annual general meeting shall be no fewer than five persons.
- 3.5 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at any duly called meeting of the Society.
- 3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.
- 3.7 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
  - 3.7.1 In the case of a meeting convened on the requisition of members, the meeting is terminated, and
  - 3.7.2 In any other case, the meeting stands adjourned to the same day in the next week, at the same time
- 3.8 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 3.9 A financial statement of the Society shall be presented at the Annual General Meeting for the previous financial year.
- 3.10 Professional advisors to the Society, including accountants, auditors, lawyers and consultants; and invited guests shall be permitted to attend meetings of the Society, but shall not be entitled to vote. The members by ordinary resolution at any meeting of the Society

shall be permitted to exclude any person who is not a member of the Society in good standing from attending.

- 3.11 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by secret ballot.
- 3.12 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
- 3.13 Voting by proxy is not permitted.
- 3.14 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## 4. RULES OF ORDER

- 4.1 Robert's Rules of Order shall apply to all meetings of the Society.

## 5. DIRECTORS

- 5.1 The Society must have no fewer than 3 and no more than 11 directors.
- 5.2 Directors shall be elected at each Annual General Meeting of the Society. The Directors will appoint from amongst themselves a Chairperson, Secretary and Treasurer, and such other positions of Directors at large as the members of the Society determine, whose duties shall be as set out in bylaws 5.9 to 5.10 herein.
- 5.3 The Directors may in their discretion from time to time appoint an alternate director if an elected or appointed director is unable to perform all or a part of his duties
- 5.4 A Directors' meeting may be called by the president or any two other directors. The Directors shall meet where and when as they determine. One day's notice of any meeting of the Directors shall be given to all Directors by the Chairperson, Secretary or Branch Manager through oral, written or electronic means. The Directors are empowered to waive this requirement by majority vote.
- 5.5 A quorum at any meeting of the Directors shall be a majority of Directors present in person, by teleconference or other electronic means.
- 5.6 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Directors does not invalidate proceedings at any duly called meeting of the Directors.
- 5.7 Directors shall not receive remuneration for acting as such, but may receive such reasonable compensation for out-of-pocket expenses incurred on behalf of the Society as the Directors shall approve.
- 5.8 The Chairperson shall preside at all meetings of the Society and Directors. In conjunction with the Directors, the Chairperson shall have primary responsibility for implementing the resolutions of the members and Directors.
- 5.9 In the absence of the Chair from a meeting, the Board must appoint another individual to act as Chair at the meeting.

- 5.10 The Secretary, or designated alternate, shall keep an accurate record of all meetings of the Society and Directors, and of all motions and resolutions and present a full report of the year's proceedings at the Annual General Meeting of the Society. The Secretary or designate shall keep a record of the attendance at meetings of Directors and shall notify members thereof who have absented themselves from three consecutive meetings. The Secretary or designate shall conduct such correspondence as may be directed by the Directors, and shall arrange the business to be transacted at meetings of the Society, shall notify members of their appointment to committees and shall be responsible for notice of meetings. The Secretary or designate shall prepare the annual filings required by the Registrar of Companies and shall promptly notify the Registrar of Companies of changes in the Directors of the Society as required by the Act.
- 5.11 The Treasurer, in collaboration with an appointed bookkeeper, accountant and/or Branch Manager shall keep accounts of all money received and expended and of the assets and liabilities of the Society. The Treasurer shall have custody of all books and records pertaining to the funds of the Society and shall keep all such books and records at the office of the Society. All receipts of the Society shall be deposited by the Treasurer or Branch Manager in a chartered bank or credit union. The Treasurer shall perform such other duties as the Board of Directors shall decide. The Treasurer shall prepare annually a statement of revenues and expenses suitable for filing with the Registrar of Companies, as required by the Act.

## 6. RIGHTS OF MEMBERS

- 6.1 The books and records of the Society may be inspected by members in good standing at any time and place designated from time to time by the Directors.
- 6.2 Members in good standing have a right to attend all meetings of the Directors, but shall not have any right to vote at such meetings.
- 6.3 The Society will not provide the list of members or disclose any membership to any other group, individual or company without the approval of the Regional Council.

## 7. REMOVAL OF DIRECTORS

- 7.1 The Directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- 7.1.1 A Director so appointed holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.
- 7.1.2 If a director resigns his office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director
- 7.1.3 The members may by special resolution remove a director before the expiration of his term of office, and may appoint a successor to complete the term of office.
- 7.1.4 Any Director who shall be absent from three consecutive meetings of the Directors, without acceptable cause may, at the discretion of the Directors, cease to be a Director upon majority vote of the members. The provision with respect to notice and the right of the member to be heard as set out in bylaw 2.4 shall apply.

## 8. BORROWING AND OWNERSHIP OF PROPERTY

8.1 The Society may borrow money for the sole purpose of:

- a) acquiring real property to house the operations of the Society;
- b) acquiring real property for the purpose of establishing a reserve for conservation reasons.

Any such borrowing must be authorized by an affirmative vote of 75% of the members at a general meeting of the members duly called.

8.2 Subject to Bylaw 8.1, the society may own real or personal property.

## 9. COMMITTEES AND DELEGATIONS

9.1 Such committees as may be necessary shall be created by the Directors. The Directors shall establish the mandate for each such committee. The Directors shall appoint such Members of the Society in good standing as it sees fit to serve upon committees.

9.2 The Directors may, at their discretion, appoint such Members of the Society in good standing as it sees fit to represent the Society at meetings, conferences or within other organizations.

9.3 The Chairman of each committee shall be required to attend meetings of the Directors upon request, and shall report plans of work requiring the approval of the Directors.

## 10. AMENDMENT TO BYLAWS

10.1 These bylaws shall not be altered except pursuant to a special resolution passed by a three-fourths majority of such members of the Society entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given to all members of the Society entitled to vote, at least fourteen (14) days prior to such meeting.

## 11. FINANCIAL

11.1 The Directors shall have discretion and are empowered to incur expenditures on behalf of the Society, providing they are properly authorized at a duly constituted meeting of the Directors.

11.2 These bylaws do not permit the society to pay to a director remuneration for being a director but the society may, subject to the act, pay remuneration to a director for services provided by the director in another capacity.

11.3 The directors are empowered to hire and terminate employees and enter into contracts on behalf of the Society, providing such decisions are made at a properly constituted meeting of the Directors.

11.4 A contract or other record to be signed by the Society must be signed by one or more individuals authorized by the Board to sign the record on behalf of the Society.

## 12. MISCELLANEOUS

- 12.1 If the regional council of Wildsight directs the Society to cease using the Wildsight name and cease affiliating itself with Wildsight, the Society shall immediately cease using the Wildsight name, cease affiliating itself with Wildsight, and forthwith take all necessary steps to legally change its name to remove all reference to Wildsight.

## 13. PREVIOUS CONSTITUTIONAL PROVISIONS

- 13.1 The operations of the society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used in promoting the purposes of the Society. *This provision was previously unalterable.*

- 13.2 In the event of the wind up or dissolution to the Society, any fund and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organizations concerned with environmental conservation problems or organizations promoting the same objectives of this Society at the time of winding up or dissolution. In the event that the foregoing provisions cannot be effected, then such funds shall be given or transferred to some other organizations, provided that such organization referred to in this article shall be a charitable trust recognized by the Department of National Revenue of Canada as being qualified a such under the provisions of the Income Tax Act of Canada from time to time in effect. *This provision was previously unalterable.*