



## **Fraser Valley Watersheds Coalition: Constitution & Bylaws**

### **CONSTITUTION**

1. The name of the society is the Fraser Valley Watersheds Coalition.
2. The purpose(s) of the society is (are):
  - a. To organize and participate in environmental projects designed to preserve, protect, and restore watersheds in the Fraser Valley.
  - b. To increase community understandings about Fraser Valley watersheds by providing seminars and training on watershed management.
  - c. To undertake activities ancillary and incidental to the attainment of the aforementioned charitable purposes.

### **BYLAWS**

The by-laws of the society are those set out in Schedule B to the Society Act, with the following variations, deletions and additions:

#### **Part 1 – Interpretation**

- 1 (1) In these bylaws; unless the context otherwise requires:
  - “**directors**” means the directors of the society for the time being;
  - “**Society Act**” means the *Society Act* of British Columbia from time in force and all amendments to it;
  - “**registered address**” of a member means the member’s address as recorded in the register of members;
  - “**notification**” means by mail, e-mail or telephone.
- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa and words importing a male person include a female person and a corporation.

#### **Part 2 – Membership**

- 3 The members of the society are made up of representatives of groups within the area of concern of the FVWC and other interested individuals who have an interest in protecting and preserving the environmental integrity of the Coalition's area of interest, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

- 4 A person or group may apply to the directors for membership in the society and on acceptance by the directors are a member.
- 5 Every member must uphold the constitution and comply with these bylaws.
- 6 The directors must determine the amount of the first annual membership dues and after that membership dues must be determined at the annual general meeting of the society.
- 7 A person ceases to be a member of the society :
  - (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
  - (b) on his or her death or, in the case of a corporation or group, on dissolution;
  - (c) by not paying membership dues on or before the annual deadline set at the AGM; or
  - (d) upon being released, disbarred or disenfranchised by the group or corporation of which they were a member or represented.

### **Part 3 – Meeting of Members**

- 8 General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
- 9 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 10 The directors may, when they think fit, convene an extraordinary general meeting.
  - 11 (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
  - (2) 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 that meeting.
- 12 The first annual general meeting of the society must be held not more than 15 months after the date of incorporation. After that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

### **Part 4 – Proceedings at General Meetings**

- 13 Special business is
  - (a) all business at an extraordinary general meeting except the adoption of rules of order, and;
  - (b) all business conducted at an annual general meeting, except the following:
    - (i) the adoption of rules of order;
    - (ii) the consideration of the financial statements;
    - (iii) the report of the directors;

- (iv) the report of the auditor, if any;
  - (v) the election of directors;
  - (vi) the appointment of the auditor, if required;
  - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 16 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.
- 17 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated. In any other case, it must stand adjourned to the next general meeting, 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.
- 18 Subject to bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 19 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 the chair, the members present must choose one of their number to be the chair.
- 20 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 21 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

- (2) The success of a resolution proposed at a meeting will be determined through discussion and group consensus.
- 22 (1) A member in good standing present at a meeting of members is entitled to one vote.

**Part 5 – Directors and Officers**

- 24 (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
  - (a) all laws affecting the society,
  - (b) these bylaws, and
  - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 25 (1) The number of directors must be a minimum of 5 and a maximum of 9 or another number of directors determined from time to time at a general meeting.
- (2) The board must have as a minimum the following positions filled: president, vice-president, secretary, treasurer (or secretary treasurer) and any other positions as may be determined at a general meeting.
- 26 (1) Directors are elected for a term of two years.
- (2) Officer positions are to be chosen by elected majority by the Directors following each AGM or as needed.
- (3) An election may be by acclamation; otherwise it must be by ballot.
- (4) If a successor is not elected, the person previously elected or appointed continues to hold office if they so wish. Otherwise the position shall remain open and a committee formed to find a representative from the general membership. This appointment must be acclaimed by consensus at a subsequent general meeting.
- 27 (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.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting election of the society, but is eligible for re-election at the meeting.
- 28 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member from the directors at large to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

- 29 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 30 A director must not be remunerated for being or acting as a director.

### **Part 6 – Proceedings of Directors**

- 31 (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
- (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair. If neither is present the directors present may choose one of their number to be the chair at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
- 32 (1) The directors may delegate any, but not all, of their powers to a committee(s) consisting of the director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- 33 A committee must elect a chair of its meeting, but if no chair is elected or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 34 The members of a committee may meet and adjourn as they think proper.
- 35 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 give 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.
- 36 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of directors is not required to be sent to that director, and

- (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
- 37 Questions arising at a meeting of the directors and committee of directors must be decided by consensus.
- 38 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 39 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

### **Part 7 – Duties of Officers**

- 40 (1) The president presides at all meetings of the society and of the directors.
- (2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
- 41 The vice president must carry out the duties of the president during the president's absence.
- 42 The secretary must ensure the following is done:
  - (a) conduct the correspondence of the society;
  - (b) issue notices of meetings of the society and directors;
  - (c) keep minutes of all meetings of the society and directors;
  - (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
  - (e) have custody of the common seal of the society; and
  - (f) maintain the register of members.
- 43 The treasurer must ensure the following is done:
  - (a) oversee the maintenance of the financial records, including books of account, necessary to comply with the *Society Act*, and
  - (b) ensure presentation of the financial statements to the directors, members and others when required.
- 44 (1) One person may hold the offices of secretary and treasurer who is to be known as the secretary/treasurer.
- (2) If a secretary/treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 25 (2).
- 45 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

### **Part 9 – Borrowing**

- 46 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 without limiting that power, by the issue of debentures.

- 47 A debenture must not be issued without the authorization of a special resolution.
- 48 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

#### **Part 10 – Auditor**

- 49 This Part applies only if the society is required or has resolved to have an auditor.
- 50 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of the auditor.
- 51 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 52 An auditor may be removed by ordinary resolution.
- 53 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 54 A director or employee of the society must not be its auditor.
- 55 The auditor may attend general meetings.

#### **Part 11 – Notices to Members**

- 56 A notice may be given to a member, either personally, by mail, email or telephone the member's registered address.
- 57 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 58 (1) Notice of a general meeting must be given to
- (a) every member shown on the register of members on the day notice is given, and
  - (b) the auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of a general meeting.

#### **Part 12 – Bylaws**

- 59 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
- 60 These bylaws must not be altered or added to except by special resolution.

Original: Signed June 15<sup>th</sup>, 2005