

## FVWC Special Resolutions for September 21, 2023 Annual General Meeting – Notice to Membership

### BACKGROUND & HOW TO READ THIS DOCUMENT

The FVWC board recently reviewed the organizations constitution and bylaws and identified some suggested updates and changes to the bylaws to better reflect the diversity and range of people and communities served through the charitable mandate of the organization, improve clarity for membership and board quorum, update the methods of communications to present standards, and be consistent with the titles of the director positions.

No changes to the constitution are being proposed for special resolution. There are 12 bylaws suggested for revision. In the following sections, the original bylaw text is provided, and underlined within (where applicable) shows the text/sentence identified for change. The suggested change is shown below it, and the text/sentence is bolded to reflect the change (where applicable). This is then followed by a brief rationale on why the change is suggested.

These special resolutions are being proposed to the FVWC membership for the 2023 Annual General Meeting.

To read the current complete constitution and bylaws digitally, [please click here](#).

### CONSTITUTION

No changes being put forward for special resolution.

### BYLAWS

#### Part 1 – Interpretation.

##### Bullet point 2.

*Currently reads as follows:*

*Words importing the singular include the plural and vice versa and words importing a male person include a female person and a corporation.*

*Suggested change for special resolution:*

*To remove Part 1 - bullet .2*

*Rationale:*

This language does not reflect the diverse range of people and communities served through the activities of this charitable organization and is unnecessary.

## Part 2– Membership.

### Bullet point 3.

#### Currently reads as follows:

*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.*

#### Suggested change for special resolution:

*The members of the society are made up of **individuals who have an interest in conserving** the environmental integrity of the coalition's area of interest and those persons who have subsequently become members in accordance with these bylaws and in either case have not ceased to be members.*

#### Rationale:

The FVWC in its' original form was made of representatives of other groups, but this is not the full scope and importantly, members are those who are actively interested in the work undertaken by the FVWC. Broadening this statement allows for a more open and diverse scope of people and communities to become members of the organization.

## Part 4 – Proceedings at General Meetings

### Bullet point 16.

#### Currently reads as follows:

*(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.*

#### Suggested change for special resolution:

*(1) Business, other than the election of a **meeting chair spokesperson** 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. (No change to this clause)*

*(3) A quorum is as follows:*

**Director meetings** require a majority of the elected board members.

**Membership and Annual General Meetings** require a majority of the elected board members plus a minimum of 3 members.

**Rationale:**

To provide clarity on who can chair and meeting and what constitutes quorum for regular director meetings and membership and annual general meetings.

**Bullet point 18.**

**Currently reads as follows:**

*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.*

**Suggested change for special resolution:**

*Subject to bylaw 19, the **Chair** of the society, the **Vice-Chair** or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.*

**Rationale:**

To update and reflect the named director (officer) positions within the organization. (FVWC board opted to change from president to chair; vice-president to vice-chair to better reflect the values of a not-for-profit society).

**Bullet point 19.**

**Currently reads as follows:**

*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.*

**Suggested change for special resolution:**

*19. If at a general meeting*

- a. there is no **Chair, Vice-Chair** or other director present within 15 minutes after the time appointed for holding the meeting; or*  
*b. the **Chair** and all the other directors present are unwilling to act as the **chair spokesperson**, the members present must choose one **member who is present to act on behalf of the chair as a spokesperson at the meeting**.*

**Rationale:**

To update and reflect the named director (officer) positions within the organization. (FVWC board opted to change from president to chair; vice-president to vice-chair to better reflect the values of a not-for-profit society).

## Part 5 – Directors and Officers

### Bullet point 25.

#### Currently reads as follows:

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.*

#### Suggested change for special resolution:

25. (1) *The number of directors must be a minimum of 5 and a maximum of 11 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: **Chair, Vice-Chair, secretary, treasurer (or secretary treasurer) and any other positions as may be determined at a general meeting.***

#### Rationale:

The organization sees value in increasing the board size to allow for adding experience and diverse values sets to help govern the organization.

To update and reflect the named director (officer) positions within the organization. (FVWC board opted to change from president to chair; vice-president to vice-chair to better reflect the values of a not for profit society).

### Bullet point 28.

#### Currently reads as follows:

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.*

#### Suggested change for special resolution:

28. (1) *If a **Chair, Vice-Chair, Secretary or Treasurer** director resigns **from** office or otherwise ceases to hold office, the remaining directors **may** 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.*

#### Rationale:

Clarify the positions where a new appointment within the roles must be made and ensure that the statement reads for diversity and inclusion by removing she/he.

## Part 6 – Proceedings of Directors

### Bullet point 31.

#### Currently reads as follows:

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.*

#### Suggested change for special resolution:

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 **Chair** is the **spokesperson** of all meetings of the directors, but if at a meeting the **Chair** is not present within 30 minutes after the time appointed for holding the meeting, the **Vice-Chair** must act as chair. If neither **are** present, the directors present may choose one of their number to be the **spokesperson and act on behalf of 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.*

#### Rationale:

To update and reflect the named director (officer) positions within the organization. (FVWC board opted to change from president to chair; vice-president to vice-chair to better reflect the values of a not-for-profit society).

### Bullet point 36.

#### Currently reads as follows:

*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.*

#### Suggested change for special resolution:

*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 or email** 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.

**Rationale:**

To update the method of receiving waiver notices.

## Part 7 – Duties of Officers

### Bullet point 40.

**Currently reads as follows:**

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 directors and officers in the execution of their duties.

**Suggested change for special resolution:**

40.(1) The **Chair** presides at all meetings of the society and of the directors.

(2) The **Chair** is the chief executive officer of the society and must supervise the other directors and officers in the execution of their duties.

**Rationale:**

To update and reflect the named director (officer) positions within the organization. (FVWC board opted to change from president to chair; vice-president to vice-chair to better reflect the values of a not-for-profit society).

### Bullet point 41.

**Currently reads as follows:**

The vice president must carry out the duties of the president during the president's absence.

**Suggested change for special resolution:**

The **Vice-Chair** must carry out the duties of the president during the **Chair's** absence.

**Rationale:**

To update and reflect the named director (officer) positions within the organization. (FVWC board opted to change from president to chair; vice-president to vice-chair to better reflect the values of a not-for-profit society).

## Part 11 – Notices to Members

### Bullet point 57.

#### Currently reads as follows:

*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.*

#### Suggested change for special resolution:

*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 **and/or a date-stamped email record.***

#### Rationale:

To update the method of giving notice to members.

