



Vancouver Natural History Society

CONSTITUTION

1. NAME

The name of the Society shall be " Vancouver Natural History Society ".

2. PURPOSES

The purposes of the Society are to:

- (a) Promote the enjoyment of nature.
- (b) Foster public interest and education in the appreciation and study of nature.
- (c) Encourage the wise use and conservation of natural resources.
- (d) Work for the complete protection of endangered species and ecosystems.
- (e) Promote access to and maintenance of natural areas in the vicinity of Greater Vancouver.

3. LOCATION

The operations of the Society are to be chiefly carried out in the Greater Vancouver area in the Province of British Columbia.

4. DISSOLUTION

Upon the winding up or dissolution of the Society, funds or assets remaining after all debts have been paid shall be transferred to a charitable institution with purposes similar to those of the Society, or, if this cannot be done, to another charitable institution recognized by Revenue Canada as qualified under the provisions of the Income Tax Act of Canada. This section is unalterable in accordance with the Society Act of British Columbia.

5. NON-PROFIT STATUS

The purposes of the Society shall be carried out without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes. This section is unalterable in accordance with the Society Act of British Columbia.

BYLAWS
of the
VANCOUVER NATURAL HISTORY SOCIETY

Part 1 - Interpretation

1. (1) In these bylaws unless the context otherwise requires
 - (a) "directors" means the directors of the society 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.
- (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 an organization.

Part 2 - Memberships and Dues

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
4. Any person, family or organization interested in natural history may be accepted as a member upon application to the society and upon payment of the annual dues.
5. There shall be the following classes of voting memberships:
 - (a) Honorary Life Membership

Honorary life membership may be conferred upon a person who exemplifies to an outstanding degree the spirit and objectives of the society. Such a person may be recommended by the directors, and must be approved by a majority in attendance at a general meeting of the society. An honorary life member shall have all the privileges of a member without the payment of annual dues.
 - (b) Long-term Life Membership

A member who has paid annual dues for 30 consecutive years prior to January 1, 2004 shall have all the privileges of a member without further payment of annual dues.
 - (c) Family Membership

A family membership shall include no more than two adults and their children under the age of 18 living at the same address. A family membership shall receive only one copy of society correspondence and periodicals.
 - (d) Individual Membership

An individual membership shall include an individual person age 18 and over.

(e) Student Membership

Any person age 18 to 25 inclusive who is engaged in a course of instruction at an accredited educational institution in British Columbia may register as a student member.

(f) Reduced-dues Membership

Members who have paid annual dues for 30 consecutive years will be eligible for either an Ordinary Reduced-dues Membership or a Family Reduced-dues Membership as the case may be. A Reduced-dues Membership will have all the privileges of a member and shall pay half the dues otherwise payable for a Family or an Individual Membership.

(g) Young Naturalist Family Membership

A family membership which, in addition to meeting the criteria set out in Bylaw 5(c), is combined with a membership in the Young Naturalists' Club of British Columbia and which will be limited to a term of five years.

6. There shall be the following classes of non-voting memberships:

(a) Junior Membership

Any person under 18 years may register as a junior member.

(b) Organization Membership

An organization membership shall include a corporation, educational institution or non-profit organization.

7. The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the society.

8. Annual dues shall be set by the directors and ratified by the membership at a general meeting.

9. Every member shall uphold the constitution and comply with these bylaws.

10. Annual dues for new members joining and paying dues after April 1, 1994 shall be due and payable on the first day of the anniversary month of joining the society. Members who joined prior to April 1, 1994 shall have their membership renewable on the first day of January of each year.

11. Members shall cease to be in good standing if dues are unpaid at the renewal date but shall be reinstated without penalty upon payment of dues within 3 months of the renewal date.

12. A person shall cease to be a member of the society:

(a) by delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;

(b) on his death, or in the case of an organization, on dissolution;

(c) on being expelled; or

- (d) having been a member not in good standing beyond the 3-month grace period for paying annual dues.
- 13. (1) A member may be expelled by a special resolution of the members passed at a general meeting or by a resolution of the board of directors voting by ballot.
 - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 14. All members are in good standing except a member who has failed to pay his current annual membership dues or any other subscription or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid.

Part 3 - Meetings of Members

- 15. General meetings of the society shall be held at the time and place in accordance with the Society Act that the directors decide.
- 16. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 17. The directors may, when they think fit, convene an extraordinary general meeting.
- 18. (1) Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.
 - (2) At least 14 days' written notice of a general meeting shall be mailed to all members.
 - (3) 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.
- 19. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall 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 Annual General Meetings

- 20. Annual general meetings of the society shall be held at the time and place in accordance with the Society Act that the directors decide.
- 21. There will be available for approval at an annual general meeting:
 - (a) a balance sheet to December 31 of the previous year, containing general particulars of the liabilities and assets of the society and a statement of its income and expenditures, reviewed or audited by a firm of accredited accountants;

- (b) a resolution for the appointment of a firm of accredited accountants to audit or review the financial statements for the forthcoming year, a member of which firm may be a member of the society;
- (c) authorization for the directors to approve the remuneration of the accountants;
- (d) the election of directors for the forthcoming year;
- (e) any amendments to the constitution and bylaws which must be approved by a 75% majority.

Part 5 - Proceedings at General Meetings

22. Special business is
- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (b) all business transacted at an annual general meeting, except,
 - (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 accountants;
 - (v) the election of directors,
 - (vi) the appointment of the accountants; and
 - (vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
23. (1) No business, other than the election of a chair of the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time 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 shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is 30 voting members present and in good standing.
24. 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, shall be terminated; but in any other case, it 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.
25. Subject to Bylaw 26, the president of the society, a vice president or in the absence of either, one of the other directors present, shall preside as chair of a general meeting.
26. 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 chair, the members present shall choose one of their number to be chair.
27. (1) 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.
- (2) 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.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
28. (1) A resolution proposed at a meeting shall be seconded. The chair of a meeting may move or propose a resolution.
- (2) In case of an equality of votes the chair shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
29. (1) A voting member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by the show of hands.
- (3) Voting by proxy is not permitted.

Part 6 - Directors and Officers

30. A nominating committee, consisting of 3 members in good standing, shall be appointed by the directors not later than October of any year. The names of these appointees shall be publicized to all members of the society and the Committee shall consider all suggestions received from the membership.
31. The nominating committee shall publish a slate of members in good standing for the incoming board of directors 14 days before the annual general meeting. The slate will normally include the immediate past president unless he is unable to serve.
32. Further nominations may be made to any member of the nominating committee until 2 weeks before the election at the annual general meeting. Such additional nominations must be made in writing by 2 members in good standing and must be accompanied by the signed consent of the nominee. Nominations from the floor at the annual general meeting are not permitted.
33. Election of the directors shall be by the membership in attendance at the annual general meeting. If more than 12 nominations are received then an election by ballot shall follow. Necessary scrutineers will be appointed.
34. At the first directors' meeting following the annual general meeting the current president shall convene the elected members to choose the officers for the

following year. The new board of directors assumes office at this time and will remain in office for one year.

35. The office of president shall not be held by the same person for more than three consecutive years.
36. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to
 - (a) all laws affecting the society;
 - (b) these bylaws; and
 - (c) rules not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
- (2) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
37. (1) The president, any vice president, the secretary, the treasurer and one or more other persons shall be directors of the society.
- (2) The number of directors shall be twelve unless determined otherwise at a general meeting.
38. (1) The directors shall retire from office at each annual general meeting when their successors shall be elected.
- (2) Separate elections shall be held for each of the offices in Bylaw 37(1) to be filled.
- (3) An election may be by acclamation, otherwise it shall be by ballot.
39. (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 following annual general meeting of the society, but is eligible for re-election at the meeting.
- (3) No act or proceeding of the directors is invalid only by reason of there being fewer than the prescribed number of directors in office.
40. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
41. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.
42. A director of the society who is, directly or indirectly, interested in a proposed contract or transaction with the society shall disclose fully and promptly the nature and extent of his interest to each other director.

43. (1) A director of the society referred to in Bylaw 42 shall account to the society for profit made as a consequence of the society entering or performing the proposed contract or transaction,
- (a) unless:
 - (i) he discloses his interest as required by Bylaw 42;
 - (ii) after his disclosure the proposed contract or transaction is approved by the directors; and
 - (iii) he abstains from voting on the approval of the proposed contract or transaction; or
 - (b) unless:
 - (i) the contract or transaction was reasonable and fair to the society at the time it was entered into; and
 - (ii) after full disclosure of the nature and extent of his interest in the contract or transaction it is approved by special resolution.
- (2) when there is a minimum quorum at a directors' meeting and a director has disclosed his interest as required by Bylaw 42; then that proposal may be approved on a show of hands by the remaining directors present who have not declared an interest in the proposed contract or transaction.
44. The board of directors shall be entrusted with the discharge of all business of the society, with all monies received by the society, and with all property owned by the society.
45. The board of directors has the power to appoint other members in good standing as committee chairs, section leaders or delegates. Such appointments must be made by a motion passed at a board meeting and will remain in effect until the next annual general meeting.
46. All chairs, section leaders and delegates will be invited to attend meetings in an advisory capacity but only elected members shall have voting privileges. Any member in good standing may attend board meetings.
47. Resolutions respecting the borrowing, lending, or extraordinary expenditure of funds in excess of \$10,000 must be approved in advance by a simple majority vote of members at a general meeting of the society.
48. Cheque signing officers shall be any two of the president, the treasurer, and a director specifically designated by the board of directors.
49. Minutes shall be taken at all directors' and committee meetings of the society and lodged with the secretary.
50. Each director and each committee chair, section leader or delegate shall deliver over all property of the society in his possession on the expiration of his term of office.
51. All records and property shall be made available for inspection by the members upon request, either at the annual general meeting, or at the discretion of the directors by appointment with the appropriate officer at another convenient time.

52. The board of directors has the power to restrict attendance at meetings, field trips or camps organized by the society.
53. The board of directors has the power to expel any member from the society for behaviour which is deemed detrimental to the society. The member must be notified at least 14 days in advance of the meeting where the vote for expulsion may be held. The member has the right to attend the meeting. The vote, if required, shall be by the ballot of the directors.
54. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time fix the quorum necessary to transact business, and unless fixed the quorum shall be one-half of the directors then in office.
- (3) The president shall be 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, a vice president shall act as chair; but if neither is present the directors present may choose one of their number to be chair at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.
- (5) Unless prior notice of absence has been given in advance by the director, any director who fails to attend 3 consecutive directors' meetings may have his director status revoked by the other directors of the society,
55. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules, imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
56. A committee shall elect a chair of its meetings: 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 or the committee shall choose one of their number to be chair of the meeting.
57. The members of a committee may meet and adjourn as they think proper.
58. 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.
59. (1) Questions arising at a meeting of the directors and committee of directors
- (2) In case of an equality of votes the chair does not have a second or casting vote.

60. Resolutions proposed at a meeting of directors or committee of directors shall be seconded and the chair of a meeting may move or propose a resolution.
61. (1) 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.
- (2) A resolution which is initially distributed by e-mail to the other directors by the President or the director who moves it, which is seconded by another director and which is voted on by sufficient directors to constitute a quorum, shall be valid if it is approved by a simple majority of the directors, provided that such a resolution is to be ratified at a subsequent meeting of the directors.

Part 7 - Duties of Officers

62. President

- (a) To chair all meetings of the society and of the directors of the society. In the absence of the president, a vice president or a member of the board chosen by the directors present shall preside;
- (b) To ensure all operations of the society shall conform to the society's bylaws;
- (c) To undertake other duties as directed by the constitution and bylaws, the board of directors, or the membership.

63. First Vice President

- (a) To carry out the duties of the president during his absence and other such duties as the constitution and bylaws, the board of directors, or membership dictate;
- (b) To ensure that the membership of the society is duly informed of all meetings and events.

64. Second Vice President

A second vice president may be elected by the directors from the directors at large. Duties will be the same as for the first vice president.

65. Secretary

- (a) Keep minutes of all meetings of the society and directors;
- (b) To have custody of all records, documents and correspondence of the society, except those required to be kept by the treasurer;
- (c) In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting;

66. Treasurer

- (a) To keep such financial records, including books of account, as are necessary to comply with the Society Act;
- (b) To handle all banking, payment of bills, and managing of funds for the society;

- (c) To render financial statements to the board, membership, and others when required;
- (d) To file all reports and filings necessary to maintain the society's nonprofit status under the Society Act, and charitable organization status under the Federal Income Tax Act.
- (e) To carry out other duties as the constitution and bylaws dictate.

Part 8 - Amendments to Constitution or Bylaws

- 67. Amendments shall be made by special resolution and in accordance with the Society Act.
- 68. Proposed amendments to the constitution or bylaws must be provided to the membership at least 14 days before being voted upon at an annual general meeting, or 14 days before a special meeting necessary to make changes in order to comply with the Society Act. Decisions shall be made by a seventy-five percent majority vote of the members present at the meeting.

Part 9 - Education Trust Fund

- 69. The Education Trust Fund shall be administered by a committee of no less than five members of the society who will be appointed by the board of directors, at least one of whom shall be the Treasurer. This committee shall be described as the Finance Committee. The committee is to meet at least once a year and three members will be required for a quorum.
- 70. The Education Trust Fund will be used for grants made to individuals attending an institution of higher learning in British Columbia who are specializing in any of the disciplines which will advance the purposes of the Society. These grants may take the form of bursaries, scholarships, repayable loans, or awards as funds are available, and at the sole discretion of the Finance Committee. Grants may instead be made to such organizations, individuals, programs or projects that, in the opinion of the Finance Committee, are making special contributions to further the purposes of the Society. In all cases, preference will be given to members of the Society and their immediate families.
- 71. Funds contributed to the Trust shall be invested in such interest bearing investments as approved by the Finance Committee. Education Trust Funds shall be treated as an endowment with only the accumulated annual interest being spent. The Education Trust Fund will be shown as an Internally Restricted Net Asset of the Society; all income and related expenses will be recorded in the year that they are received or incurred.

Part 10 - Borrowing

- 72. 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 but without limiting, the foregoing, by the issue of debentures.
- 73. No debenture shall be issued without the sanction of a special resolution.

74. 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 11 – Review and Audit of Financial Statements

75. At each annual general meeting the Society shall appoint a firm of accredited accountants to conduct either an audit of the Society's financial statements or a review engagement of the statements.
76. The appointed accountants may be removed by ordinary resolution and shall be promptly informed in writing of their appointment or removal.
77. The appointed accountants may attend general meetings.
78. No director and no employee of the Society shall be an employee of the appointed firm of accountants.

Part 12 - Notices to Members

79. A notice may be given to a member, either personally or by mail to him at his registered address.
80. A notice sent by mail shall be deemed to have been given on the second day following that 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.
81. (1) Notice of a general meeting shall be given to
- (a) every member shown on the register of members on the day notice is given: and
 - (b) the firm of accountants appointed to conduct an audit or a review engagement
- (2) No other person is entitled to receive a notice of general meeting.

Part 13 - Bylaws

82. On being admitted to membership, each member is entitled to and shall be provided, upon request and without charge, a copy of the constitution and bylaws of the society.
83. These bylaws shall not be altered or added to except by special resolution.

Part 14 – VNHS Endowment Fund

84. The VNHS Endowment Fund is established to further the general objectives of the society. It is intended to be a source of revenue for the society which will supplement membership dues in the future and which will grow progressively over time. The VNHS Endowment Fund gives those persons who wish to contribute to the future endeavours of the society an opportunity to make financial donations which will provide the society with a secure financial base.
85. Funds contributed to the VNHS Endowment Fund may be invested in term deposits or guaranteed investment certificates guaranteed by the Canada Deposit Insurance Corporation, short and long term debt instruments of the Government of Canada and the Provinces of Canada and investment grade

debt securities of Canadian corporations. Up to one half of the book value of the assets of the VNHS Endowment Fund at any time may also be invested in equities, primarily in large capitalization dividend paying Canadian corporations listed on the Toronto Stock Exchange. Funds may also be invested in one or more mutual funds which have investment criteria no less stringent than those set out above.

86. No more than half of the income of the VNHS Endowment Fund may be paid into the general revenue of the society after the end of each fiscal year. Income is calculated as the aggregate of all interest and dividends received by the VNHS Endowment Fund during the prior fiscal year.
87. There shall be no conditions attached to the expenditure of funds from the VNHS Endowment Fund other than such conditions as may be imposed by the Board of Directors when and if they consider it appropriate.
88. The Board of Directors is to appoint an advisory committee each year to ensure that monies in the VNHS Endowment Fund are invested in accordance with these bylaws. The advisory committee may include up to two persons having financial expertise who are not required to be members of the society and who have no financial interest in the investment of society funds.
89. If no advisory committee is appointed its responsibilities will be undertaken by the Finance committee.

Note re history of Bylaw amendments:

- Bylaws consolidated Apr.26, 2001
- Bylaw changes incorporated at May 2001 Annual General Meeting
- Bylaw amendments approved by members at April 2003 Annual General Meeting
- Bylaw amendments proposed for April 2012 Annual General Meeting.

Apr. 19/12
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