

# **VANCOUVER NATURAL HISTORY SOCIETY CONSTITUTION**

## **1. NAME**

The name of the Society is "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 Lower Mainland area of British Columbia.
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# **BYLAWS OF THE VANCOUVER NATURAL HISTORY SOCIETY**

## **TABLE OF CONTENTS**

<b>Part 1 - Interpretation.....</b>	<b>page 1</b>
<b>Part 2 - Activities.....</b>	<b>page 2</b>
<b>Part 3 - Memberships and Dues.....</b>	<b>page 3</b>
<b>Part 4 - Meetings of Members.....</b>	<b>page 5</b>
<b>Part 5 - Directors and Officers.....</b>	<b>page 8</b>
<b>Part 6 - Committees and Sections.....</b>	<b>page 17</b>
<b>Part 7 - Financial Statements and Review.....</b>	<b>page 20</b>
<b>Part 8 - General.....</b>	<b>page 21</b>
<b>Part 9 - Funds.....</b>	<b>page 23</b>

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## **PART 1 - INTERPRETATION**

### **1.1 Definitions**

- 1) In these bylaws unless the context otherwise requires:
  - a) "Board", "Board Members" and "Board of Directors" includes the Directors and officers of the Society;
  - b) "Board Policy" means: a policy document approved by Resolution of the Board of Directors and filed in the Society's policy manual;

- c) "Directors" means the Directors of the Society for the time being;
- d) "Members Policy" means: a policy document approved by Ordinary Resolution of the members and filed in the Society's policy manual;
- e) "Ordinary Resolution" means a resolution passed by a simple majority of votes cast by the members who are present at a meeting;
- f) "Societies Act" means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;
- g) "Society" means the Vancouver Natural History Society;
- h) "Special Resolution" means: a resolution that has been circulated in writing among all members at least fourteen days prior to the meeting where the resolution is to be considered together with a notice:
  - (i) stating that the proposed resolution is a Special Resolution
  - (ii) and setting out the time, place and location of the meeting where it is proposed that the resolution be passed;
 and that has been passed at a general meeting of the Society by a majority of not less than two thirds of the votes of those members present;
- i) "Registered Address" of a member means the address of a member as recorded in the register of members;
- j) The definitions in the Societies Act on the date these bylaws become effective apply to these bylaws.

## 1.2 Interpretation

- 1) Words importing the singular include the plural and vice versa.
- 2) Headings are inserted for ease of locating information only, and are not to be used to assist in the interpretation of these bylaws.

## **PART 2 - ACTIVITIES**

## **2 ACTIVITIES**

### 2.1 Location

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

### 2.2 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.

### 2.3 Remuneration of Directors

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

### 2.4 Dissolution

Upon the winding up or dissolution of the Society, funds or assets remaining after all liabilities 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 Canada Revenue Canada as qualified under the provisions of the Income Tax Act of Canada. This section is unalterable.

### **PART 3 - MEMBERSHIPS AND DUES**

## **3 BECOMING A MEMBER**

### **3.1 Qualifications for Membership**

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.

### **3.2 Admission to Membership**

People and organizations become members of the Society when they have completed the application for membership prescribed by the Board of Directors and have paid their membership dues.

### **3.3 Renewal of Membership**

Annual dues for members shall be due and payable on the first day of the anniversary month of joining the Society.

### **3.4 Membership Dues**

Changes to the annual dues shall be proposed by the Directors and ratified by the membership at a general meeting.

### **3.5 Membership in Good Standing**

All members are in good standing except a member who has failed to pay current annual membership dues or any other subscription or debt due and owing by the member to the Society and is not in good standing so long as the dues and debt remain unpaid.

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.

### **3.6 Duties of Members**

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

### **3.7 Rights of Members**

- 1) Any member in good standing may attend Board meetings while the board is not meeting in camera.
- 2) The Board of Directors has the power to restrict attendance at meetings, field trips or camps organized by the Society.

### **3.8 Cessation of Membership**

A person shall cease to be a member of the Society:

- 1) by resigning in writing by mailing or delivering a resignation to the address of the Society;
- 2) on death, or in the case of an organization, on dissolution;

- 3) on being expelled; or
- 4) on having been a member not in good standing beyond the 3-month grace period for paying annual dues.

### 3.9 Expulsion

- 1) The Board of Directors has the power to expel any member from the Society for behaviour which the Board of Directors deems detrimental to the Society. The member must be notified of the alleged behavior at least 14 days in advance of the Board meeting where the vote for expulsion is to be held.
- 2) A member may be expelled by a Special Resolution of the members passed at a general meeting
- 3) Members being expelled from the Society shall receive the resolution for expulsion which shall be accompanied by
  - a) a notice that the termination of the membership will be considered;
  - b) the time, date and location of the meeting that will consider the termination of the membership; and
  - b) a brief statement of the reason or reasons for the proposed expulsion.
- 4) The member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the meeting before the resolution is put to a vote.

## 4 TYPES OF MEMBERSHIP

### 4.1 Types of Voting Membership

The Society shall have the following classes of voting memberships:

#### 1) 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.

#### 2) Paid Life Members

A paid up member is one member or two adult family members who, before April 22 1999 paid a one-time paid up life membership fee.

#### 3) Long-term Life Membership

An Individual or Family 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.

#### 4) 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. Family Members who provide an e-mail address shall each receive e-mailed correspondence but shall receive only one copy of mailed Society correspondence and periodicals.

5) Individual Membership

An Individual Membership shall include an individual person age 18 and over.

6) Student Membership

Any person age 18 to 25 inclusive who is engaged in a course of instruction at a post-secondary educational institution may register as a Student Member.

7) Reduced-dues Membership

Members who have paid annual dues for 30 years which may be accumulated over intermittent periods or a continuous series of years will be eligible for either an Individual 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. Reduced dues Family Members shall each receive e-mailed correspondence but shall receive only one copy of mailed Society correspondence and periodicals.

4.2 Types of Non-Voting Membership

The Society shall have the following classes of non-voting memberships:

1) Junior Membership

Any person under 18 years may register as a Junior Member.

2) Organization Membership

An Organization Membership such as a corporation, educational institution or non-profit organization.

## **PART 4 - MEETINGS OF MEMBERS**

### **5 PROCEEDINGS AT ANNUAL GENERAL MEETINGS**

5.1 Time and Place of Annual General Meetings

An annual general meeting shall be held at least once in every calendar year not more than 15 months after the holding of the last preceding annual general meeting and within six months of the financial year end.

5.2 Agenda of the Annual General Meeting

The agenda of the annual general meeting shall include the following items:

- 1) minutes of the last AGM;
- 2) the report of the Board;
- 3) consideration of the financial statements;

- 4) the report of any external accountants;
- 5) the appointment of any external accountants;
- 6) the election of directors;
- 7) any items added to the agenda by the members; and
- 8) any the other business that, under these bylaws, ought to be transacted at an AGM, or business that is brought under consideration by the report of the Board issued with the notice convening the meeting.

### 5.3 Provisions relating to General Meetings Apply

Provisions of these bylaws relating to general meeting apply to the annual general meeting.

## **6 GENERAL MEETINGS**

### 6.1 General Meetings

A general meeting of the Society may be called by the Board of Directors.

### 6.2 Date And Location

The date and location of all meetings of the Society may be determined by the Board of Directors. All general meetings shall be held in the Province of British Columbia.

### 6.3 Notice of Meetings

The Board of Directors shall give at least 14 days (but not more than 60 days) notice of the time and place of all general meetings to all members.

All notices of meetings shall be in writing and shall specify the:

- 1) place, day and time of meeting;
- 2) a tentative agenda for the meeting;
- 3) the text of any Special Resolution to be considered at the meeting;
- 4) if the meeting is an annual general meeting, any material required in the provision of these bylaws relating to notices of annual general meetings; and
- 5) information on all business to be considered at the meeting, in sufficient detail to allow the member to form a reasoned judgment on each matter to be considered.

### 6.4 Sending and Delivery of Notices of Meetings and Other Notices

A notice, statement, report or other record may be delivered to anyone entitled to receive the item, by delivering the item personally or by mail to the person's Registered Address.

Only members or people listed in the register of members on the date notices are mailed shall be entitled to receive notice.

### 6.5 Notice by E-Mail

If the Society has more than 250 members it may send notice of a general meeting by e-mail sent at least 14 days before the meeting but not more than 60 days before the meeting, provided that the Society shall also post the notice of the meeting on the main page of its

website at least 21 days before the meeting but not more than 60 days before the meeting.

#### 6.6 Failure to Give Notice

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.

#### 6.7 Agenda of a General Meeting

The agenda of a general meeting shall include the following items:

- 1) approval of the agenda;
- 2) minutes of the last general meeting;
- 3) any report of the Board;
- 4) resolutions, if any;
- 5) ratification of any directors decision regarding annual fees;
- 6) any items added to the agenda by the members; and
- 7) the other business that, under these bylaws, ought to be transacted at a general meeting, or business that is brought under consideration by the report of the Board issued with the notice convening the meeting.

#### 6.8 Presiding Officer

The president of the Society, the vice-president, or in the absence of either, one of the other Directors present, shall preside as chair of a general meeting.

If, at a general meeting:

- 1) there is no president, vice-president or other director present within 15 minutes after the time appointed for holding the meeting or
- 2) 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.

#### 6.9 Quorum

- 1) A quorum is 30 voting members present and in good standing.
- 2) 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.
- 3) 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.
- 4) 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.

#### 6.10 Adjournment

- 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.

#### 6.11 Voting

- 1) A voting member in good standing present at a meeting of members is entitled to one vote.
- 2) When there is a family membership, each adult shall have one vote.
- 3) Except in the case of an election, voting is by the show of hands.
- 4) Voting by proxy is not permitted.
- 5) The person chairing a members meeting shall not have a vote except in the case of an equality of votes, when the chair shall have a casting vote. If the chair does not exercise a casting vote, a tie vote shall be defeated.

### **PART 5 - DIRECTORS AND OFFICERS**

## **7 NUMBER, SELECTION, REMOVAL AND TERMS OF DIRECTORS**

#### 7.1 Number of Directors

- 1) The number of Directors shall be a minimum of twelve unless a larger number is determined by ordinary resolution passed at an annual general meeting or general meeting. A resolution changing the number of Directors shall be recorded as a Members Policy.
- 2) No act or proceeding of the Directors is invalid only by reason of there being fewer than the minimum number of Directors in office.

#### 7.2 Nomination of Directors

- 1) By October 31 of the year preceding an election, the Board of Directors shall appoint a nominations committee consisting of a minimum of three members in good standing.
- 2) The nominating committee shall:
  - a) coordinate the nomination process;
  - b) identify and nominate qualified members as nominees for the Board of Directors for the next year;
  - c) invite members of the Society to nominate members to stand as nominees for



election as Directors by the March 15 which precedes the election; and

- d) prepare a ballot for use if an election is to be held.
- 3) Members who nominate directors shall forward written nominations to the nominating committee.
- 4) The names of all members who meet the qualifications for Directors, and are nominated by the nominating committee or members by March 15 preceding the election shall be placed on the ballot used for election of Directors.

### 7.3 Election of Directors

- 1) The election of Directors shall be held at the Annual General meeting each year.
- 2) The election of a member to the Board of Directors is not valid if the member:
  - a) is present at the general meeting when the election occurs and refuses to be a director; or
  - b) is not present at the general meeting when the member is elected, unless the member consents in writing to be a Director, either before or after the election occurs.
- 3) After nominations have closed, if the number of nominees qualified to stand as directors and consenting to stand for election is equal to or less than the required number of Directors, then the members may vote to appoint all nominees as directors by acclamation at the annual general meeting.
- 4) If, after nominations have closed, the number of nominees qualified to stand as directors is more than the required number of Directors, then the nominations committee shall oversee an election of Directors at the annual general meeting:
  - a) Voting will be by secret ballot.
  - b) The nominating committee shall:
    - (i) distribute ballots for the election of Directors at the annual general meeting; and
    - (ii) appoint scrutineers.
    - (iii);Members standing for election may not act as scrutineers.
  - c) Members may select up to but not more than the number of nominees required to fill all Directors' positions on their ballots. Ballots where the number of nominees selected is more than the number of positions on the Board will be spoiled ballots and will not be counted.
  - d) The scrutineers shall:
    - (i) count the ballots before the end of the meeting; and
    - (ii) report the results to the members present in order starting with the nominees receiving greatest number of positive votes.
  - e) Candidates receiving the highest number of ballots cast, up to the number of vacant positions on the Board will be declared elected to fill the number of Directors

positions on the board.

- f) The nominations committee shall e-mail the results of the election to all members having e-mail addresses and Society's website.

#### 7.4 Policy

The Board of Directors may make Policy to regulate the nomination and election of Directors provided that the Policy is consistent with these bylaws.

#### 7.5 Qualifications Required of Directors

No person shall be elected as a Director or remain a Director unless that person is:

- 1) a member of the Society;
- 2) 19 years of age or older;
- 3) is not an undischarged bankrupt; and
- 4) has not been convicted of offences relating to promotion, formation or management of a society or corporation less than 5 years before election.

#### 7.6 Terms of Directors

Unless re-elected, the Directors term of office shall expire at the end of the annual general meeting when their successors are elected.

#### 7.7 Removal of Directors

A Director may be removed from their Directorship:

- 1) by a three-quarters (3/4) majority vote of the Board of Directors; or
- 2) by Special Resolution of the members

if that person:

- 3) has failed to fulfill the duties of a Director;
- 4) has voted on a motion when a conflict of interest existed;
- 5) has failed to attend three consecutive Board meetings without cause;
- 6) has acted in a manner inconsistent with the purposes of the Society or which may bring the Society into disrepute;
- 7) fails to continue to meet the qualifications for Directorship in the Society or
- 8) is found by a court to be of unsound mind.

A decision about the removal of a Director made by members shall take precedence over a decision made by the Board of Directors.

Directors may appeal the Board of Directors' decision to remove them by submitting a written application stating the grounds for appeal to the Board of Directors within 30 days of removal. The appeal shall be considered by the members at the next general meeting.

No Director may participate as a Director while the status of the Director is under appeal.

## 7.8 Resignations and Vacancies

A Director's position will become vacant if a Director:

- 1) resigns in writing;
- 2) dies;
- 3) is removed from office;
- 4) is employed by the Society;
- 5) ceases to be a member of the Society in good standing; or
- 6) ceases to meet the qualifications required for Directors

and a position is vacant if no director has been elected to a position at the time of an Annual General Meeting.

The resignation of a Director must be in writing. The resignation takes effect when it is received at the Society's registered office at the later of the date it is received, the date and time specified in the resignation or, if no time is specified, at the beginning of the day specified, and if the resignation is effective when an event occurs, the resignation becomes effective when and if the event occurs.

## 7.9 Filling Vacancies

- 1) The Directors may at any time and from time to time appoint a member who is qualified to act 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 of the Society, but is eligible for election at the annual general meeting.

# 8 NUMBER, SELECTION, REMOVAL AND TERMS OF OFFICERS

## 8.1 Vacancies and Terms of Office of Officers

The terms of officers continue until a new officer is elected to fill an office at the first Directors' meeting following an annual general meeting, provided that if an officer:

- 1) resigns;
- 2) dies;
- 3) is removed from office;
- 4) ceases to be a member of the Society in good standing; or
- 5) ceases to meet the qualifications required for officers

the position held by that officer shall be vacant.

Officers may resign their office without resigning as Directors.

## 8.2 Election of Officers

The president for the preceding year shall convene the Directors to choose the officers for the year following the election of directors and preside over the election of the President.

### 8.3 Composition

The president, vice-president, recording secretary, and secretary-treasurer shall be selected from among the Directors to be the officers of the Society.

### 8.4 Election Process

Separate elections shall be held for each office of the Society. An election may be by acclamation, otherwise it shall be by ballot.

### 8.5 Term Limits

The office of president shall not be held by the same person for more than three consecutive years.

### 8.6 Removal of Officers

Officers shall be removed from office by being removed as a Director, and when officers are removed as Directors they shall also cease to be officers of the Society.

### 8.7 Replacement of Officers

The Board of Directors may appoint a Director to fill a vacant office until the next annual general meeting of the Society.

## 9 **BOARD MEETINGS**

### 9.1 Time and Location of Meetings

- 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 time, date and place of meetings will be scheduled by the Board of Directors.
- 3) Unscheduled meetings shall be called by the president, or in the absence of the president by the vice-president, or in the absence of a president or vice-president by any three directors acting together.

### 9.2 Notice of Meetings

At least seven days' notice of the time and place of an unscheduled Board meetings shall be given to all Board Members by telephone or e-mail.

The Board Members may waive or reduce the period of notice required for a meeting by unanimous consent in writing.

### 9.3 Quorum

A quorum at Board meetings shall be one-half of the Directors then in office.

### 9.4 Presiding Officer

The president shall chair all meetings of the Directors, but if the president is not present at the time appointed for holding the meeting, the vice-president shall act as chair until such time as the president arrives; but if neither is present the Directors present may choose a Director to chair that meeting until such time as the president or vice-president arrives at the meeting.

### 9.5 Minutes of Meetings

Minutes shall be taken at all Directors' meetings and lodged with the recording secretary.

### 9.6 Tie Votes

The chair of a Directors' meeting shall not have a vote except in the case of an equality of votes when the chair has a casting vote. If the chair does not exercise a casting vote, a tie vote shall be defeated.

### 9.7 Consent Resolutions

- 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 passed at a meeting of Directors.
- 2) A resolution which is initially distributed by e-mail to all Directors by the president or the director who moves it, which is seconded by a another director and which is approved by one half of the Directors shall be valid provided that such a resolution will not continue to be effective if it is not ratified at a subsequent meeting of the Directors.

## **10 POWERS OF DIRECTORS**

### 10.1 Powers of Directors

- 1) The Board of Directors shall have the sole authority to manage or supervise the management of the activities and internal affairs of the Society.
- 2) 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 a general meeting, but subject, nevertheless, to:
  - a) all laws affecting the Society;
  - b) these bylaws and
  - c) Member Policies consistent with these bylaws, which are made from time to time by the Society in a general meeting.
- 3) The Board of Directors may delegate their powers to a director, committee or member provided that they supervise the people to whom they have delegated their powers.
- 4) No Members= Policy, made by the Society in a general meeting, invalidates a prior act of the Directors that would have been valid if that Members= Policy had not been made.
- 5) The Board of Directors shall be entrusted with all monies received by the Society, and with all property owned by the Society.

### 10.2 Appointment of Delegates by the Board of Directors

The Board of Directors has the power to appoint Directors or members in good standing as delegates to represent it at meetings of other organizations. Such appointments must be made by a motion passed at a Board meeting and will remain in effect until the next annual general meeting. The Board of Directors may give direction to its delegates on how to vote on resolutions, and those directions shall bind the delegates.

### 10.3 Limits to Borrowing Powers of Directors

After approval of a loan by the Members the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in order to carry out the purposes of the Society in the manner they decide, and in particular but without limiting the foregoing, by the issue of debentures.

No debenture shall be issued without the sanction of a Special Resolution.

### 10.4 Limits to Spending Powers of Directors

Resolutions respecting the 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, provided that the Board of Directors may approve an expenditure in excess of \$10,000.00 relating to the operations of the Camp Committee.

### 10.5 Use of Seal

The seal shall only be used on authority of a resolution of the Board of Directors. If the Board of Directors has approved a document, any of the president, vice-president, recording secretary and secretary-treasurer may execute the document and, if required, affix the seal of the society to the document.

### 10.6 Investment of Funds

The Board may invest the funds of the Society in securities in which trustees are authorized by law to invest.

### 10.7 Registered and Records Office

The Directors must, by resolution, establish an address for the registered office of the Society.

The records of the Society must be kept at the registered office of the Society.

### 10.8 Delivery of Property

Directors shall deliver to the Society all property of the Society in their possession on the expiration of their term of office.

## 11 DUTIES OF OFFICERS

### 11.1 President

The duties of the president are:

- 1) to chair all meetings of the Society and the Directors of the Society;
- 2) to ensure all operations of the Society conform to the Society's bylaws;
- 3) to oversee management of the communications of the Society and
- 4) to undertake other duties as directed by the constitution and bylaws, the Board of Directors, or the membership.

### 11.2 Vice-president

The duties of the vice-president are to carry out the duties of the president during the

absence of the president and such other duties as the constitution and bylaws, the Board of Directors, or membership specify;

#### 11.1 Recording Secretary

The duties of the recording secretary are to:

- 1) Keep minutes of all meetings of the Society and Directors;
- 2) To have custody of all records, documents and correspondence of the Society, except those required to be kept by the secretary-treasurer;
- 3) In the absence of the recording secretary from a meeting, the Directors shall appoint another person to act as recording secretary at the meeting;

#### 11.2 Secretary-Treasurer

The duties of the Secretary-Treasurer are to:

- 1) keep such financial records, including books of account, as are necessary to comply with the Societies Act;
- 2) handle all banking, payment of bills, and manage the funds for the Society;
- 3) render financial statements to the Board, membership, and others when required;
- 4) file all reports and filings necessary to maintain the Society's status under the Societies Act, and nonprofit charitable organization status under the Canada Income Tax Act;
- 5) send out notices of general meetings;
- 6) maintain the Society records and ensure they are kept at the Registered Office;
- 7) maintain and update the record of policies approved by the Board of Directors or members;
- 8) maintain filings with BC Registry Services;
- 9) certify true copies of documents of the Society, when certified copies are required and
- 10) to carry out such other duties as the bylaws dictate.

#### 11.3 Delegation of Duties of Officers

Officers may delegate their duties to a director, committee or member provided that they supervise people to whom they have delegated their duties.

#### 11.4 Cheque Signing Authority

Cheque signing officers shall be any two of the president, the secretary-treasurer, and a director specifically designated by the Board of Directors.

## **12 RESPONSIBILITIES OF DIRECTORS AND OFFICERS AND INDEMNIFICATION**

#### 12.1 Duties Of Directors and Officers

Directors and officers shall:

- 1) act honestly;
- 2) act in good faith with a view to the best interests of the Society;
- 3) shall exercise the care, diligence and skill of a reasonably prudent person;
- 4) act in accordance with the Societies Act and its regulations; and
- 5) in accordance with the bylaws of the Society

when exercising their powers and performing their functions, with a view to the purposes of the Society.

#### 12.2 Conflict of Interest Provision

Directors and officers who are directly or indirectly interested in a proposed contract or transaction with the Society or the outcome of a proposed resolution shall:

- 1) disclose fully and promptly the nature and extent of their interest,
- 2) shall not vote on the approval of the proposed contract, transaction or motion and
- 3) shall leave the meeting when the contract or matter is discussed except for the time period required to provide information,

but shall be counted in the quorum at the meeting at which the proposed motion, contract or transaction is considered.

Disclosure of a conflict of interest must be recorded in the minutes or in any consent resolution relating to the conflict.

#### 12.3 Indemnity

Every Director or officer of the Society and senior manager (whether volunteer or not), who has undertaken or is about to undertake any liability on behalf of the Society or any company controlled by it, their heirs, executors, administrators and assigns shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society from and against:

- 1) all costs, charges and expenses which Directors, officers or others sustain or incur in or about any action, suit or proceedings which is brought, commenced or prosecuted;
  - a) against them or
  - b) in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office
  - c) or in respect of any such liability;
- 2) all other costs, charges and expenses which they sustain or incur in relation to the affairs of the Society;

except such costs, charges or expenses as are occasioned by their own willful neglect or default.

#### 12.4 Limitation of Liability

Provided that no loss is caused the Society, if an officer fails to execute his or her duties,



the sole remedy of the Society shall be the removal of that officer from the Board of Directors.

#### 12.5 Insurance

The Society shall purchase and maintain insurance, for the benefit of its Directors, officers, and members against any liability that may be incurred.

#### 12.6 Policy Manual

The Board will maintain a Policy Manual, containing Members' Policies as approved and changed from time to time by ordinary resolution of the members and Board Policies as approved and changed from time to time by the Directors.

Policies of the members and Board of Directors must be consistent with these bylaws.

### **PART 6 COMMITTEES AND SECTIONS**

## **13 COMMITTEES AND SECTIONS**

#### 13.1 Creation of Committees and Sections by the Board of Directors

The Board of Directors has the power to create committees and sections.

- 1) A Section is a group of members which focuses on a specific area of natural history of particular interest to the Society. A Section organizes meetings and events for a Section.
- 2) Special Committees are committees established to accomplish a task and their term ends when the task is completed and the committee provides its final report to the Board of Directors.
- 3) Standing committees are committees that continue to function without a specified term to manage a specified matter or subject.
- 4) The Society shall have a finance 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 secretary-treasurer. The committee is to meet at least once a year.

#### 13.2 Committees

Any five members or more may ask the Board of Directors for status as a committee of the Society for the purposes of pursuing a particular event, program, activity or initiative consistent with the purposes of the Society.

The Board of Directors may establish and disband special committees and standing committees.

The Board of Directors may:

- 1) either establish the number of members on the committee it has created or leave membership open to volunteers;
- 2) appoint a chairperson of a committee or section leader or appoint a person to convene the first committee meeting or leave the committee or section to elect its chairperson

or section leader;

- 3) appoint members to a committee or seek volunteers to sit on a committee;
- 4) delegate authority and assign responsibilities to a committee to consider, investigate or take action on specified matters or subjects and
- 5) ask the committee to make reports, recommend action and take action.

### 13.3 Sections

- 1) The Board of Directors may regulate Sections by selecting the chair person or leader of the Section, approving the process by which a Section selects its officers or providing for a Section Governing Committee.
- 2) Any member of the Society may attend meetings of a Section and participate in the activities and decisions of that Section.
- 3) Each section shall make reports to the Board of Directors as set out in Board Policy.

### 13.4 Records, Reports and Structure

Minutes shall be taken at all section and committee meetings of the Society and retained by each committee and section.

- 1) Each Committee and section shall Send the Board any resolution requiring action or approval by the board.
- 2) Each section shall send the board for approval
  - a) its proposed terms of reference
  - b) its structure and
  - c) its policies.

### 13.5 Provisions Governing Committees and Sections

In the absence of policies governing a committee or section relating the matters set out below in this part of these bylaws, a section or committee shall follow the provisions set out below in this part of these bylaws:

### 13.6 Qualification to Participate on Committees

Unless otherwise provided for in these bylaws, membership in the Society is a requirement for participation in a section or committee.

### 13.7 Location and Time of Meetings

- 1) The time and place of meetings shall be determined by the committee or section, or if no meeting date is established, by the chairperson of the committee or leader of the section.
- 2) If no person has been appointed chairperson of a committee or leader of the section, the committee or section members shall establish the date of its next meeting, or the President of the Society shall establish the date for a meeting.
- 3) The committee or section may meet and adjourn as it thinks proper.

### 13.8 Notice

- 1) The person convening a meeting of a committee or section shall give seven days' notice of all committee or section meetings to all members of the committee or section, or may delegate this responsibility.
- 2) The committee or section may reduce the period of meeting notice by unanimous consent.
- 3) No accidental failure to give a committee or section member notice of a meeting nor the non-receipt of a notice of meeting by a committee member shall affect the validity of any business conducted at a committee meeting.

### 13.9 Absence of Chair

If the Chairperson of a committee or section is not present at a meeting then the committee or section may select a member to chair the meeting.

### 13.10 Records and Reports

- 1) Committees shall file such reports with the Board as the Board requests, and may file additional reports as the committee thinks are necessary.
- 2) A special committee shall also file a final report with the Board of Directors when it has finished its work.

### 13.11 Delivery of Property

All committee chairs or section leaders shall deliver all of the Society's property to their successor or to the Society on the expiration of their term of office.

### 13.12 Quorum

The quorum of a Board committee and section committee shall be a majority of committee members. Committees may meet and work in the absence of a quorum, but may not approve a resolution or report or make recommendations to the board in the absence of a quorum.

### 13.13 Terms Of Appointment

- 1) The term of an appointment to a Board standing committee shall be determined by Board Policy;
- 2) An appointment to other Board committees shall end when the committee's work is finished and its final report submitted;
- 3) The terms of appointment to a section committee will be determined by Board Policy formed in consultation with each section.

### 13.14 Voting

All members of a section or committee shall have one vote at meetings except the person chairing the meeting. In case of an equality of votes the chair has a casting vote. If the chair of the meeting does not vote, a tie vote shall be defeated.

### 13.15 Funding

A committee may seek funding from any source approved by the Board of Directors. The Board of Directors must approve any funding contract for funding obtained by a committee and funds received by the Society will be administered by the Board of Directors on behalf of the committee and in accordance with any funding contract.

#### 13.16 Subcommittees

A committee may form subcommittees, and may establish the structure of its subcommittees.

## **PART 7 FINANCIAL STATEMENTS AND REVIEW**

### **14 FINANCIAL STATEMENTS**

#### 14.1 Fiscal Year

The fiscal year of the Society shall begin on January 1 each year and end on December 31 in each year.

#### 14.2 Form of Financial Statements

The Financial Statements shall comply with the Societies Act and the Regulations to the Societies Act and shall include:

- 1) a note providing the information required by the Societies Act regulations in respect of the remuneration, if any, paid by the Society to the Directors in the period in relation to which the financial statements are prepared, but need not identify Directors or other persons by name;
- 2) a note that sets out the nature and amount of any financial assistance given by the Society in the form of a loan, a guarantee, an indemnity or the provision of security, but need not identify the recipient by name; (This provision does not apply in relation to financial assistance given by the Society in the ordinary course of the Society's activities in furtherance of the purposes of the Society.)

Each note relates to the period in relation to which the financial statements are prepared.

#### 14.3 Approval Of Financial Statements

The Society shall not issue or circulate a financial statement other than to employees, Directors, and officers unless the financial statement has been approved by the Directors, signed by one Director and has the review report prepared in respect of the statement attached to, it if any.

#### 14.4 Corrections

When an error in a financial statement requiring a material adjustment has been detected, the Board Members shall notify any accountant who prepared a report on the statement and amend the financial statement without delay. The accountant shall, if necessary, amend the report. An amended report, if any, and amended financial statements shall be circulated to all members together with a statement explaining the effect of the amendments on the financial position and operations of the Society.

## **15 REVIEW OF FINANCIAL STATEMENTS**

### **15.1 Appointment of Review Accountants**

At each annual general meeting the Society shall appoint a firm of accredited accountants to conduct a review engagement of the financial statements.

### **15.2 Term Of Review Accountants**

The term of the review accountants shall expire at each annual general meeting when a successor is appointed.

### **15.3 Vacancies**

A vacancy during the term of office of a review accountant may be filled by the Directors appointing a new firm of accredited accountants.

### **15.4 Conflict of Interest**

No director and no employee of the Society shall be an employee of the appointed firm of accountants.

### **15.5 Attendance at Meetings**

The appointed accountants may attend general meetings.

### **15.6 Removal of Accountants**

The appointed accountants may be removed by Ordinary Resolution and shall be promptly informed in writing of their appointment or removal.

## **PART 8 - GENERAL**

## **16 RULES OF ORDER**

- 16.1 In case of a dispute over procedure at any meeting, whether a general meeting, Board meeting, committee meeting or any other meeting of the Society, all matters of procedure shall be decided in accordance with the most recent edition of the authorized version of Robert's Rules of Order, except where these rules are inconsistent with the Bylaws of the Society.

## **17 ACCESS TO INFORMATION**

### **17.1 Access to Information**

- 1) Members may have copies of the following records of the society without charge
  - a) a copy of the constitution and bylaws of the Society; and
  - b) the most recent financial statements.
- 2) Members shall have access to the following records of the society on reasonable notice and may have copies of the records upon payment of such reasonable fees as the directors may decide:
  - a) the society's certificate of incorporation;
  - b) the society's register of directors, with contact information provided by each

director;

- c) each written consent to act as director and each written resignation of a director;
  - d) the statement of registered office of the society;
  - e) each confirmation, other certificate or certified copy of a record furnished to the society by the registrar;
  - f) a copy of each order made in respect of the society by any court or tribunal, in Canada or elsewhere, by a federal, provincial or a municipal government body, agency or official, including the registrar;
  - g) a copy of each disclosure of director's interest;
  - h) the society's register of members, indicating the class of member and including contact information provided by each member;
  - i) the minutes of each meeting of members, including the text of each resolution passed at the meeting;
  - j) a copy of each ordinary resolution or special resolution;
  - k) the financial statements of the society and the accountant's report, if any, on those financial statements.
  - l) the minutes of each meeting of directors and each consent resolution of directors and a copy of each of the consents to that resolution;
- 3) The Directors may restrict the members right to inspect the register of members if in their opinion that inspection would be harmful to the society or to the interests of one or more members.
- 4) If the board does restrict inspection of the register of members, members may apply in writing setting out their name and confirming that the information will not be used except to requisition or call a general meeting, submit a members proposal or in an effort to influence the voting of members and will then be permitted to inspect the register of members and obtain a copy of the register upon payment of such reasonable fees as the directors may decide.

## **18 AMENDMENTS TO CONSTITUTION OR BYLAWS**

### **18.1 Process for Amending the Constitution**

These bylaws and the constitution shall not be altered or added to except by Special Resolution.

### **18.2 Notice of Amendment By Special Resolution**

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 general meeting necessary to make changes in order to comply with the Societies Act. Decisions shall be made by Special Resolution.

### **18.3 Effective Date of amendment**

No repeal or amendment to the constitution or bylaws will be effective until it has been filed with the Registrar of Companies.

## **PART 9 - FUNDS**

### **19 EDUCATION TRUST FUND**

#### **19.1 Administration Committee**

The Education Trust Fund shall be administered by a finance committee appointed by the Board, and administered in accordance with Board Policy.

#### **19.2 Education Trust Fund Scholarship**

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.

#### **19.3 Investment of Education Trust Funds**

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. [Accounting policies should be consistent with the other accounting policies of the Society as recommended by the accountants and treasurer]

### **20 VNHS ENDOWMENT FUND**

#### **20.1 Purpose of the VNHS Endowment Fund**

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.

#### **20.2 Investment of the Endowment Fund**

Contributions 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, the Provinces or Territories 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.

#### 20.3 Disbursement of the Fund

No more than three quarters 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, dividends, capital gains and unrealized capital gains received by the VNHS Endowment Fund during the prior fiscal year.

#### 20.4 No conditions on Disbursement of Fund

There shall be no conditions attached to the expenditure of funds allocated to general revenue 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 provided that funds from the VNHS Endowment Fund may only be spent for the purposes set out in the Society's constitution.

#### 20.5 Advisory Committee for Endowment Fund

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.

If no advisory committee is appointed, its responsibilities will be undertaken by the finance committee.

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