

BULKLEY VALLEY SEARCH AND RESCUE

BYLAWS

(Adopted by Special Members Resolution dated ***** **, 2018)

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PROVINCE OF BRITISH COLUMBIA

SOCIETIES ACT

BYLAWS
OF
BULKLEY VALLEY SEARCH AND RESCUE
(the “Society”)

PART 1
INTERPRETATION

1.1 Definitions. In these Bylaws, unless the context otherwise requires:

“*Act*” means the *Societies Act* of British Columbia as amended from time to time;

“*Board*” or “*Board of Directors*” means the Directors of the Society for the time being, acting as a body;

“*Bylaws*” means these Bylaws as altered from time to time;

“*Constitution*” means the Constitution of the Society as altered from time to time;

“*Director*” means a Director of the Society;

“*General meeting*” includes an annual general meeting and a special general meeting;

“*GSAR*”, “*SAR*”, “*Ground Search and Rescue*” and “*Ground Search & Rescue*” mean ground and inland water search and rescue within the Province of British Columbia, Canada including operations and activities conducted by Search and Rescue Groups in support of air and marine search and rescue operations and activities and other operations in support of Requesting Agencies and local government emergencies;

“*Member*” means a member of the Society in accordance with these Bylaws;

“*Senior Manager*” means an Senior Manager of the Society elected pursuant to these Bylaws;

“*Registered Address*” of a member means the member’s address as recorded in the Register of members;

“*Special resolution*”, including a special resolution for purposes of removing a Director under section 50 of the Act, means any of the following:

- (a) a resolution passed at a general meeting by at least 3/4 of the votes cast in accordance with the Bylaws;
- (b) a resolution consented to in writing by every person who would have been entitled to vote in person at a general or Board meeting of the Society; or

- (c) a resolution voted on by mail or other electronic means of communication authorized by these bylaws, which has been passed by at least 3/4 of the votes cast in accordance with the Bylaws;

1.2 Conflict with Act or regulations. If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevails.

1.3 Singular, Plural and Gender. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and vice versa.

1.4 Definitions in Act Apply. The definitions in the Act as amended from time to time apply to these Bylaws.

1.5 Headings. The headings used in these Bylaws are for convenience of reference only and in no way define, limit, or enlarge the scope or meaning of the provisions of these Bylaws.

PART 2 MEMBERS

2.1 Membership. The members of the Society are:

- (a) those persons who are members of the Society when these Bylaws become effective, if any; and
- (b) those persons who become members of the Society in accordance with these Bylaws, and who, in either case, have not ceased to be members.

2.2 Restrictions on membership. Membership in the Society is restricted to individuals who are 19 years of age or older.

2.3 Application for membership. A person may apply to the Board for membership in the Society by mailing or delivering to the address or e-mail address of the Society a completed application for membership in the form designated by the Board from time to time, or if no form has been designated, by a request in writing. A person who has applied for membership pursuant to this clause 2.3 becomes a member on the Board's acceptance of the application.

2.4 Membership Classes. There shall be 6 different classes of membership

- (a) **Active** – GSAR trained members who are regularly engaged in the task, training, and administrative activity (including PR events and fundraising) necessary to have an effective search and rescue Group.
- (b) **Semi-active** – GSAR trained members who commit to a reduced level of task, training, and administrative activity as compared to an Active Member.
- (c) **Support** – non-operational individuals that provide task, training, governance, or administrative support.
- (d) **Members in Training (“MIT”)** – GSAR Members-In-Training, who are working towards becoming an Active member upon completion of the GSAR Course and other applicable

requirements. Until such time as they are accepted as an Active member MIT's are "probationary" members whose membership may be terminated by an ordinary resolution of the Board.

- (e) **Reserve** – GSAR trained members who commit to a minimal level of task, training, and administrative activity, primarily to provide a trained resource in situations of simultaneous taskings or coverage for extended operational periods.
- (f) **Honourary** – former members who are now non-operational but have made an extraordinary contribution to the Society.

2.5 Membership Rights and Obligations

- (a) The Active, Semi-active, and Support members shall all have full voting rights.
- (b) The Members in Training shall have voting rights except for matters requiring a special resolution or voting for Directors and Officers of the Society
- (c) The Reserve and Honourary members do not have voting rights.
- (d) Further Rights and Obligations of each membership class may be determined by the voting Members by way of special resolution.

2.6 Membership Freeze. Subject to the Act, the members may, at any time, by special resolution, direct the Directors to postpone the consideration of all or some applications for membership.

2.7 Voting Rights. Subject to clauses 2.5 and 2.11, all voting members:

- (a) are voting members of the Society;
- (b) are entitled to receive notice of and to attend all general meetings of the Society; and
- (c) are entitled to one vote, if present, at a meeting of the members.

2.8 Indirect Voting. Indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means (in any case, "Indirect Voting") is permitted and:

- (a) the Directors may determine that specific resolutions of the members will be approved by Indirect Voting;
- (b) in the event the Directors determine that a resolution shall be approved by Indirect Voting, the Society will forward the proposed resolution by email to last known email address of each member and if a member does not have an email address to the last known postal address;
- (c) the Directors shall designate a Director or Senior Manager who shall file the responses in favour or against with the notice of the proposed resolution in the records of the Society; and

- (d) the votes shall be counted seven days after the last notice is emailed, faxed, posted or otherwise sent, as the case may be, or such later date specified in the notice of the proposed resolution.

2.9 Duties of Members. Every member must:

- (a) uphold the Constitution of the Society and comply with these Bylaws and any other rules, policies, and guidelines as may from time to time be made by the Society;
- (b) adhere to the Society's Code of Conduct, if any, as established and amended by the Membership from time to time;
- (c) inform the Secretary, in writing, of any changes to their address, e-mail address (if any), and fax number (if any) for the purpose of receiving notices from the Society; and
- (d) pay the annual membership dues, if any, established pursuant to these Bylaws.

2.10 Membership Fees. Subject to the Act:

- (a) the Directors may determine the lifetime or annual membership fees, if any;
- (b) the Directors may waive, in whole or in part, membership fees for any member;
- (c) each person whose membership is approved must pay the required lifetime or annual membership fees and any other subscription or membership fees that may be set by the Directors from time to time; and
- (d) each member must pay the Society's lifetime or annual membership fees on or before the date determined by the Directors from time to time.

2.11 Members in Good Standing. Subject to the Act:

- (a) all members are in good standing except
 - (i) a member who has failed to pay the applicable lifetime or annual membership fee, if any, or any other subscription or debt due and owing by the member to the Society, and the member is not in good standing so long as the debt remains unpaid;
 - (ii) is under suspension or discipline pursuant to Clause 2.13;
- (b) unless the Directors otherwise decide, a member who has not paid the applicable lifetime or annual membership fee may at any time be brought into good standing by paying such fee even though it is past due;
- (c) a voting member who is not in good standing:
 - (i) may not vote at a general meeting; and
 - (ii) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

2.12 Cessation of membership. A person ceases to be a member:

- (a) by delivering a resignation in writing to the Directors or by mailing or delivering it to the address or the e-mail address of the Society;
- (b) on his or her death, or incapacity;
- (c) on being expelled pursuant to Clauses 0; or
- (d) on having been a member not in good standing for a period of 30 days after receiving notice from the Society that the member is not in good standing.

The rights, claims privileges, and/or interest, of a person as a member of the society, including any rights in the property of the society, cease to exist when the person's membership in the society terminates.

2.13 Special Resolution Regarding Discipline and Expulsion of Member. The Board may, by special resolution, discipline, or otherwise expel, any member for conduct, which in the discretion of the Board, is improper or unbecoming for a member of the Society, or is likely to endanger the interests, purposes or reputation of the Society or is in violation of the basis and principles set out in the constitution of the Society or is in breach of these bylaws. Before disciplining or expelling a member the Board must ensure;

- (e) the Directors have elected or appointed a panel of three persons to investigate the proposed discipline and/or expulsion and such panel has made a recommendation to the Board of Directors;
- (f) the person who is the subject of the proposed discipline and/or expulsion has been given an opportunity to be heard by the panel before the panel has made a recommendation to the Board and before the panel resolution is put to a vote by the panel;
- (g) the Board of Directors has considered the panel's recommendation and accepted or rejected the recommendation, as the Board sees fit; and
- (h) if proceeding with a recommendation for discipline and/or expulsion, the Directors have delivered notice to the affected member of the proposed discipline or expulsion at least 30 days prior to the date on which the Directors intend to consider a special resolution to expel the member accompanied by a detailed statement of the reason(s) therefore, and the person who is the subject of the recommendation be given an opportunity to be heard by the Board before the matter is put to a vote.

The foregoing notwithstanding, MIT's are "probationary" members whose membership may be terminated by an ordinary resolution of the Board so long as the MIT is provided with no less than 14 days advance written notice of the reasons for the termination and is given an opportunity to be heard by the Board before the resolution is put to a vote.

PART 3
MEETINGS OF MEMBERS

- 3.1 Annual General Meetings.** The Society must hold its first annual general meeting in the calendar year after the date of incorporation and after that must hold an annual general meeting at least once in each calendar year at such time and place as may be determined by the Directors.
- 3.2 Resolution Instead of Annual General Meeting.** If, in accordance with the Act, all members consent in writing by a unanimous resolution to all the matters that must, under the Act or these Bylaws, be dealt with at that annual general meeting, then the annual general meeting is deemed to have been held:
- (a) on the date on which the last voting member consents to the resolution; or
 - (b) on any later date, specified in the resolution, that is on or before the date on which the annual general meeting must be held, and the requirements pursuant to the Act and these Bylaws in respect of calling, giving notice of and holding the annual general meeting are deemed to have been met.
- 3.3 Special General Meetings.** Every general meeting, other than an annual general meeting, is a special general meeting.
- 3.4 Calling of General Meetings.** The following rules shall apply to the calling of general meetings of the members:
- (a) the Directors may, at any time, call a general meeting to be held at such reasonable time and place as may be determined by the Directors.;
 - (b) members may request a special general meeting, in accordance with section 75 of the *Act*, by a requisition in a record or records (in either case, a “Requisition”):
 - (i) containing:
 - (A) the names and signatures of not fewer than 10% of the members; and
 - (B) the business to be considered at the meeting, including any special resolution to be considered, stated in 200 words or less;
 - (ii) delivered to the registered office of the Society; and
 - (iii) sent to each individual listed in the Society’s register of Directors;
 - (c) within 21 days of the Society receiving a Requisition mailed or delivered under clause 3.4(b):
 - (i) the Directors must call a special general meeting, to be held within 60 days after the date of the Society’s receipt of the Requisition, to consider the business stated in the Requisition; and
 - (ii) the Society must send to the members, with the notice of the meeting, a copy of the Requisition; and

- (d) if, within 21 days after the date of the Society's receipt of a Requisition, the Directors do not call a general meeting, a majority of the requisitioning members may call the meeting after issuing notice as per clause 3.4 (c).

3.5 Notice for General Meetings. The following rules shall apply to notice of general meetings of the members:

- (a) The Society must send notice of the date, time and location of any general meeting in the manner provided in these Bylaws, or in such other manner, if any, as may be prescribed by ordinary resolution (whether previous notice of the resolution has been given or not), to each member, at least 7 days and not more than 60 days before the general meeting;
 - (i) In the event of a Special Resolution the Notice must also include the full text of any special resolution being proposed at that meeting.
- (b) The accidental omission to give notice of a general meeting to, or the non-receipt of a notice by, one or more members entitled to receive notice does not invalidate proceedings at that general meeting.
- (c) All members may, by unanimous consent in writing given before, during or after the general meeting, waive or reduce the period of notice of a general meeting or, if all are present at the general meeting, by a unanimous vote, waive or reduce the period of notice of the general meeting and an entry in the minutes of such waiver or reduction will be sufficient evidence of the due convening of the general meeting;
- (d) Any notice of a general meeting must be given to:
 - (i) every member shown on the register of members on the day notice is given; and
 - (ii) the auditor, if Part 13 applies,and no other person is entitled to receive a notice of a general meeting.
- (e) The foregoing notwithstanding, the Directors may call an emergency meeting of the members upon providing at least one days written notice. In order for any resolutions to be passed at that emergency meeting there must first be an ordinary resolution passed to the effect that the calling of the emergency meeting without the usual notice is justified by the circumstances of the issue being considered.

PART 4 PROCEEDINGS AT GENERAL MEETINGS

4.1 Conduct of Directors Meetings. The Members will regulate their meetings and proceedings in accordance with the provisions of "Call to Order" by Herb Perry and Susan Perry insofar as they do not conflict with the terms of these bylaws.

4.2 Ordinary Business. At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the Directors or auditor;
- (d) election or appointment of Directors;
- (e) appointment of an auditor, if any; and
- (f) business arising out of a report of the Directors not requiring the passing of a special resolution.

4.3 Special Business. Special business is:

- (a) all business conducted at a special general meeting except the adoption of rules of order; and
- (b) all business conducted at an annual general meeting, except business classified as ordinary business under clause 4.1 of these Bylaws.

4.4 Chair. The following individual is entitled to preside as the Chair of a general meeting:

- (a) the President of the Society;
- (b) the Vice-President of the Society, if the President is unable to preside as the Chair; or
- (c) one of the other Directors present at the meeting, if both the President and Vice-President are unable to preside as the Chair.
- (d) In the absence of any Directors or Officers, or if such are present but unwilling to act as Chair, then the members may elect another member to act as Chair.

4.5 Alternate Chair. If there is no individual entitled under these Bylaws who is willing and able to preside as the Chair within 15 minutes from the time set for holding the meeting, the members present must elect one of their number to preside as the Chair.

4.6 Quorum. The following rules shall apply with respect to a quorum at a meeting of the members:

- (a) business, other than the election of the Chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present;
- (b) the quorum for the transaction of business at a general meeting is at least 25% of the voting members;
- (c) if, within one half hour from the time set for holding a general meeting, a quorum of voting members is not present:
 - (i) in the case of a meeting convened on the requisition of members, the meeting is terminated; and

- (ii) in any other case, the general meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, and if the general meeting has not been called to consider the dissolution of the Society, the voting members who are present constitute a quorum for that meeting.
- (d) if, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.7 Adjournments by Chair. The following rules shall apply to the adjournment of a general meeting by the Chair:

- (a) the Chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting; and
- (b) it is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

4.8 Order of Business at General Meetings. The order of business at a general meeting is as follows:

- (a) elect an individual to Chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting:
 - (i) receive the Directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements;
 - (ii) receive any other reports of Directors' activities and decisions since the previous annual general meeting;
 - (iii) elect or appoint Directors; and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and
- (h) terminate the meeting.

4.9 Voting. Subject to the Act:

- (a) every resolution put to a vote at a general meeting will be decided by a show of hands, except that if, before or after such a vote, two or more members request a secret ballot or a secret ballot is directed by the Chair of the meeting, or the vote is to elect an Officer or a Director then voting must be by a secret ballot;
- (b) no motion proposed at a general meeting need be seconded unless the Chair of the meeting rules otherwise, and the Chair of any general meeting is entitled to propose or second a motion;
- (c) the Chair of a general meeting must announce to the general meeting the outcome of each vote in accordance with the show of hands, oral vote or secret ballot, as the case may be, and the decision must be entered in the minutes of the meeting;
- (d) a declaration of the Chair that a resolution is carried by the necessary majority or is defeated is, unless a poll is directed by the Chair or demanded under clause 4.9(a), conclusive evidence without proof of the number or proportion of the votes recorded in favour of or against the resolution;
- (e) in the case of an equality of votes, the Chair of a general meeting of the members does not, either on a show of hands or on a secret ballot, have a second or casting vote in addition to the vote or votes to which the Chair may be entitled as a member; and
- (f) a matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act, the regulations under the Act or these Bylaws to be decided by special resolution.

4.10 Production of Evidence of Authority to Vote. The Chair of any meeting of members may, but need not, inquire into the authority of any person to vote at the meeting and may, but need not, demand from that person production of evidence as to the existence of the authority to vote.

**PART 5
DIRECTORS AND OFFICERS**

5.1 Directors. Elected Directors, non-elected Directors at Large, and Officers are all “directors” of the Society.

5.2 Officers. The President, Vice-President, Secretary, and Treasurer shall be the “Officers” of the Society.

5.3 Election or Appointment of Directors and Officers. The Directors and Officers shall be elected or appointed as follows:

- (a) the Board of Directors will be composed of three Directors or a greater number determined from time to time at a general meeting, with such Directors to be elected by the members of the Society in accordance with clause 5.4;

- (b) at each annual general meeting, the voting members entitled to vote for the election or appointment of Directors and Officers must elect or appoint a Board of Directors and Officers consisting of the number of Directors for the time being set pursuant to these Bylaws;
- (c) Subject to Bylaw 5.5 a Director or Officer so appointed holds office only until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at the meeting;
- (d) an act of a Director or Officer is not invalid merely because of a defect in the Director's designation, election or appointment or in the qualifications of that Director or Officer; and
- (e) the membership may, by special resolution, designate certain Director or Officer positions to be capable of being held by non-members.

5.4 Election Procedure. The following shall be the procedure for electing Directors and Officers:

- (a) candidates for election as Directors and Officers may be nominated by:
 - (i) nomination by another member; or
 - (ii) self-nomination,in either case prior to or at the annual general meeting at which Directors and Officers are to be elected, indicating the Board position for which the candidate is nominated.
- (b) the nominated member must accept or reject the nomination before being entitled to be a candidate for a Director or Officer position; and
- (c) an election may be by acclamation, or in the event of competing nominations, must be by written ballot.

5.5 Term of Directors and Officers. Commencing at the first annual general meeting following the date of incorporation of the Society:

- (a) all Directors and Officers will be elected for a one-year term expiring at the close of the first annual general meeting after their election, and will be eligible for re-election for an unlimited number of terms; and
- (b) the Directors will retire from office at the annual general meeting at which their successors are elected, at which point the new Directors will take office; and
- (c) the foregoing notwithstanding, the members may, by special resolution, set the term of office for all Directors and Officers for more than one year.

5.6 Casual Vacancy. Casual vacancies on the Board or in an Officers position may be filled as follows:

- (a) the Board may, at any time, appoint a person as a Director or Officer to fill a vacancy that arises on the Board as a result of the resignation, death, removal, or incapacity of a Director or Officer during the Directors or Officers term of office; and

- (b) a Director or Officer appointed by the Board to fill a vacancy ceases to be a Director and/or Officer at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy, but is still eligible for election.

The foregoing notwithstanding, the Board may choose to hold a by-election to fill the vacancy.

- 5.7 Removal of Directors.** 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, but no director shall be removed until the Director has been given notice containing the details of the proposed action and the reasons therefore and have an opportunity to be heard by the members at the general meeting.
- 5.8 Roles of Directors.** The members may assign specific functions or role(s) to each Director position.
- 5.9 Authority of Directors.** 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) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in a general meeting.
 - (d) No rule, made by the Society in a general meeting, invalidates a prior act of the directors and/or Officers that would have been valid if that rule had not been made.
- 5.10 Caution.** Despite its overall authority regarding the affairs of the Society the Board shall not, other than setting applicable policies and building capacity, become engaged in the management or conduct of any specific search and rescue operation or task performed for a requesting agency. This authority is delegated to the Search and Rescue Managers performing their duties under the Incident Command System.

PART 6 SENIOR MANAGERS

- 6.1 Directors May Appoint Senior Managers.** The Directors of the Society may appoint one or more Senior Managers of the Society to exercise the Directors' authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society. A Director of the Society may be a Senior Manager of the Society.
- 6.2 No Contractual Rights of Senior Managers.** The appointment of a Senior Manager does not of itself create any contractual employment rights, and the removal of a Senior Manager is without prejudice to any contractual rights, or rights under law, of the Senior Manager.

6.3 Qualifications. No Senior Manager may be appointed unless that Senior Manager is qualified in accordance with the Act. One person may hold more than one position as an Senior Manager. Any person appointed as the Chair of the Board must be a Director. Any other Senior Manager need not be a Director.

6.4 Functions, Duties and Powers of Senior Managers. The Directors may, for each Senior Manager:

- (a) determine the functions and duties of the Senior Manager;
- (b) delegate to the Senior Manager any of the powers exercisable by the Directors on such terms and conditions and with such restrictions as the Directors think fit; and
- (c) revoke, withdraw, alter or vary all or any of the functions, duties and powers of the Senior Manager.

6.5 Remuneration and Terms of Appointment. Subject to the Act:

- (a) the Society may pay remuneration to a Senior Manager for services provided by the Senior Manager to the Society;
- (b) all appointments of Senior Managers are to be made on the terms and conditions and at the remuneration (whether by way of salary, fee, or otherwise) that the Directors think fit and are subject to termination at the pleasure of the Directors; and
- (c) a Senior Manager must be reimbursed for all expenses necessarily and reasonably incurred by the Senior Manager while engaged in the affairs of the Society.

PART 7 BOARD POSITIONS

7.1 Election or Appointment to Officer Positions. Persons must be elected or appointed to the following Officer positions, and a Director, other than the President, may hold more than one position:

- (a) President;
- (b) Vice-President;
- (c) Secretary; and
- (d) Treasurer.

7.2 Officers as Directors. An Officer is also a “Director” of the Society.

7.3 Executive Committee. The Officers shall constitute the “Executive Committee” which shall be responsible for the day to day affairs of the Society not within the purview of other Directors and dealing with emergencies.

- 7.4 Directors at Large.** The Board may appoint persons to the Board as non-voting Directors at Large.
- 7.5 Role of President.** The President is the Chair of the Board and is responsible for monitoring the other Directors in the execution of their duties.
- 7.6 Role of Vice-President.** The Vice-President is the Vice-Chair of the Board and is responsible for
- (a) carrying out the duties of the President if the President is unable to act; and
 - (b) monitoring the progress of all Committees.
- 7.7 Role of Secretary.** The Secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) issuing notices of general meetings and Directors' meetings;
 - (b) taking minutes of general meetings and Directors' meetings;
 - (c) keeping the records of the Society in accordance with the Act and other applicable legislation ;
 - (d) conducting the correspondence of the Board;
 - (e) maintain the list of Directors and the Register of Members; and
 - (f) filing the annual report of the Society and making any other filings with the registrar under the Act.
- 7.8 Role of Treasurer.** The Treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) receiving and banking monies collected from the members or other sources;
 - (b) keeping accounting records in respect of the Society's financial transactions;
 - (c) preparing the Society's financial statements; and
 - (d) making the Society's filings respecting taxes.
- 7.9 Role of Past President.** The immediate Past President shall hold a non-voting position of Past President with the board until a new President is elected. The duties and responsibilities of the Past President shall be determined by the Board of Directors.

PART 8 PROCEEDINGS OF DIRECTORS

- 8.1 Calling Directors Meetings.** A Directors meeting ("Board meeting") may be called by the President or by any two other Directors.

- 8.2 Notice of Directors' Meeting.** The following rules shall apply to notice of a Directors' meeting:
- (a) at least one days notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period;
 - (b) the accidental omission to give notice of a Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting; and
 - (c) any Director may file with the Society a document executed by him or her waiving notice of any past, present or future meetings of the Directors being, or required to have been, sent to him or her and may at any time withdraw the waiver with respect to meetings held after the withdrawal. After filing a waiver with respect to future meetings and until the waiver is withdrawn no notice need be given to such Director of any meeting of Directors and all meetings of the Directors so held will be deemed not to be improperly called or constituted by reason of notice not having been given to such Director.
- 8.3 Conduct of Directors Meetings.** The Directors will regulate their meetings and proceedings in accordance with the provisions of "Call to Order" by Herb Perry and Susan Perry insofar as they do not conflict with the terms of these bylaws.
- 8.4 Chair of Meetings of Directors.** The President is the Chair of all meetings of the Directors, but if at a meeting the President is not present within 15 minutes after the time appointed for holding the meeting, the Vice-President must act as Chair, but if neither is present, the Directors present may choose one of their number to be the Chair at that meeting.
- 8.5 Absence of Secretary from Meeting.** In the absence of the Secretary from a meeting, the Board must appoint another individual to record the minutes of the meeting.
- 8.6 Quorum of Directors.** 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 elected Directors and Officers then in office.
- 8.7 Resolution in Writing.**
- (a) An **ordinary resolution** consented to in writing that no less than **3/4** of the voting Directors have signed is as valid and effectual as if it had been passed at a meeting of the Directors duly called and held. Such resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such a resolution must be filed with the minutes of the proceedings of the Directors and will be effective on the date the last Director signed it or on any later date specified in the resolution.
 - (b) A **special resolution** consented to in writing that **all** of the voting Directors have signed is as valid and effectual as if it had been passed at a meeting of the Directors duly called and held. Such resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such a resolution must be filed with the minutes of the proceedings of the Directors and will be effective on the date the last Director signed it or on any later date specified in the resolution.

8.8 Voting. The following rules shall apply to voting at meetings of the Board of Directors:

- (a) other than a Special Resolution, questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes of the voting Directors;
- (b) in the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a Director, and the proposed resolution does not pass;
- (c) a resolution proposed at a meeting of Directors or committee of Directors must be seconded, and the Chair of a meeting may move or propose a resolution.

8.9 Committees. The Directors may delegate any, but not all, of their powers to committees consisting of persons and members they deem appropriate. In such case:

- (a) the committee must conform to any rules imposed on it by the Directors;
- (b) the voting Directors will elect a Chair of the Committee, or if at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the members of the committee must choose one of their number to be the Chair of the meeting;
- (c) the members of a committee may meet and adjourn as they think fit;
- (d) Committees may make recommendations to the Board; and
- (e) when a Committee is appointed its role and authority should be defined by a Terms of Reference approved by the Board.

8.10 Meetings by Electronic Means. The President may direct, either generally or in respect of a particular meeting, one or more, or even all of the Directors may participate in a meeting of the Board or of a committee of the Board by means of conference by telephone or other communications facilities as permit all persons participating in the meeting to hear each other, or see each others written comments in real time, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

PART 9 REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

9.1 Remuneration of Directors. Where the members of the Society have, by special resolution, approved, Directors of the Society are entitled to the remuneration for acting as Directors, if any, as the Board may from time to time determine. That remuneration may be in addition to any salary or other remuneration paid to any senior manager or employee of the Company as such, who is also a Director.

9.2 No Remuneration. Where the members of the Society have not, by special resolution, approved the remuneration of the Directors of the Society, the Directors must not be remunerated for being or acting as a Director and will not receive, directly or indirectly any profits as Director.

9.3 Services Provided by a Director in Another Capacity. Notwithstanding clause 9.2 and subject to Act, the Society may pay remuneration to a Director for services provided by the Director to the Society in another capacity.

9.4 Expenses. A Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

9.5 Signing Authority.

- (a) A contract or other record to be signed by the Society must be signed on behalf of the Society:
 - (i) by the President, together with one other Director;
 - (ii) if the President is unable to provide a signature, by the Vice-President together with one other Director;
 - (iii) if the President and Vice-President are both unable to provide signatures, by any two other Directors; or
 - (iv) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.
- (b) Correspondence will generally be signed by either the Secretary or the President, or in the absence of both of them, by the Vice President, or any two other Directors.
- (c) Financial transactions will require no less than two signatures consisting of no less than two of any Officers or Directors. The Board may pass a resolution authorizing other specific signatories for other purposes as it sees fit. Financial transactions may not be signed prior to the instrument or document being fully completed.

**PART 10
SEAL**

10.1 Creation, Destruction and Substitution. The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

10.2 Authorization. The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the President and Secretary or President and Treasurer.

**PART 11
INDEMNITY AND PROTECTION OF DIRECTORS AND SENIOR MANAGERS**

11.1 Requirement to Indemnify. The Society shall indemnify and hold harmless every person who has been, is now, or is in the future a Director or Senior Manager of the Society and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, that he, she or they actually and reasonably incur in a civil,

criminal or administrative action or proceeding to which he or she is or they are made a party by reason of being or having been a Director or Senior Manager of the Society, including an action brought by the Society if:

- (a) he or she acted honestly and in good faith with a view to the best interests of the Society, and
- (b) in the case of a criminal or administrative action or proceeding, he or she had reasonable grounds for believing his or her conduct was lawful.

11.2 Advances on Undertaking. In the discretion of the Directors, the Society may advance the amount of any expenses incurred with respect to any claim, action, suit or proceeding prior to its final disposition upon receipt of an undertaking, that the Directors find to be satisfactory in form and amount, by or on behalf of the recipient to repay the amount advanced unless it is ultimately determined that the recipient is entitled to indemnification under this Part.

11.3 Obligation of Society to Apply for Court Approval. The Society shall apply to the Supreme Court of British Columbia for any approval of the Supreme Court of British Columbia that may be required to make the indemnities in this Part effective and enforceable.

11.4 Deemed Contract of Indemnification. Each Director and Senior Manager of the Society on being elected is deemed to have contracted with the Society on the terms of the indemnities in this Part. These indemnities shall continue in effect with regard to actions arising out of the term each Director or Senior Manager of the Society held such office or position, even if he or she no longer continues to hold that office or position.

11.5 Insurance. The Directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or was serving as a Director or Senior Manager of the Society or any other entity, and his or her heirs and personal representatives, against any liability incurred by him or her as a Director or Senior Manager.

11.6 No Liability When Acting in Good Faith. The members shall not hold the Directors, the Chairs of committees, the Senior Managers or any member acting on their behalf individually or collectively liable for decisions and/or actions taken in good faith on behalf of the Society.

PART 12 FINANCIAL MATTERS

12.1 Legacies, Bequests, Donations and Gifts. The Society shall, at the discretion of the Directors, receive legacies, bequests, donations and gifts made to the Society which are consistent with the stated purposes of the Society and in the best interests of the Society as determined by the Directors from time to time.

12.2 Issuance of Charitable Receipts. Only persons who have been authorized by the Directors may issue any official receipt under the name of the Society in respect of legacies, bequests, donations or gifts received by the Society.

12.3 Investment. The Directors may invest any funds not immediately required for the operations of the Society in insured deposits in any chartered bank, trust company or credit union, or in those securities in which life insurance companies are authorized to invest.

12.4 No Requirement to Convert. Notwithstanding clause 12.3, the Society may maintain any asset received as a legacy, bequest, donation or gift in the form in which it was received.

12.5 Power to Borrow. Subject to clause 12.6, the Directors may from time to time on behalf of the Society:

- (a) borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as they deem appropriate;
- (b) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Society or any other person; and
- (c) mortgage, charge, or give other security on the undertaking, or on the whole or any part of the property and assets, of the Society (both present and future).

12.6 Restrictions on Borrowing. By special resolution, the members:

- (a) must approve any decision by the Directors to borrow money on behalf of and in the name of the Society; and
- (b) may restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

PART 13 AUDITOR

13.1 Application. This Part applies only if, and for any period for which, the Society is required or has resolved by ordinary resolution to have an auditor.

13.2 Appointment of the First Auditor. The first auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of auditor.

13.3 Appointment of Subsequent Auditors. At each annual general meeting, the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

13.4 Removal. An auditor may be removed by ordinary resolution.

13.5 Notice. An auditor must be promptly informed in writing of the auditor's appointment or removal.

13.6 Qualification. A Director, Senior Manager or employee of the Society must not be its auditor.

13.7 Rights. The auditor may attend general meetings.

PART 14
ACCESS TO RECORDS

- 14.1 Access to Register of Members.** Subject to the Act, the Directors may, by Directors' resolution, restrict, the members' rights to inspect the Society's register of members if the Directors are of the opinion that the inspection would be harmful to the Society or to the interests of one or more of its members or not in compliance with the requirements of any other applicable legislation.
- 14.2 Access to Accounting Records and Proceedings of Directors.** Subject to the Act and unless the Directors determine otherwise, all members of the Society are entitled to inspect or obtain a copy of:
- (a) any accounting records of the Society; or
 - (b) records of proceedings of Directors of the Society (unless such proceedings are held "in camera").

PART 15
NOTICES TO MEMBERS

- 15.1 Method of Notice.** A notice may be given to a member personally, by mail, or by any electronic means capable of producing a printed copy, to the member's mailing address, e-mail address, or fax number as recorded in the Register of members.
- 15.2 Deemed Receipt.** Any notice given pursuant to clause 15.1 will be deemed to have been given and received by the member to whom it was addressed at the following times:
- (a) if personally, on delivery;
 - (b) if mailed, on the third business day following the mailing thereof; provided however, that if at the time of mailing or between the time of mailing and the third business day thereafter, there is a strike, lockout, or other labour disturbance affecting postal service, then the notice will not be effectively given until actually delivered; and
 - (c) if sent by electronic means, on successful transmission.

PART 16
BYLAWS

- 16.1 Copy to Members.** On being admitted to membership, each member is entitled to, and, upon request by a member, the Society must give the member without charge, a copy of the Constitution and Bylaws of the Society.
- 16.2 Alteration.** These Bylaws must not be altered or added to except by special resolution.

PART 17

PREVIOUSLY UNALTERABLE PROVISIONS

17.

- a) In the event of the winding-up or dissolution of the Society, the assets of the Society remaining after all debts of the Society have been paid or provision for payment has been made, shall, by resolution of the members, be paid, transferred or delivered to such organization or organizations whose purposes are similar to those of the Society or is otherwise deserving of support; provided that every organization to which such payment, transfer or delivery is made shall be registered Canadian charitable organization within the meaning of the Income Tax Act.
- b) The aforesaid paragraph 17, and this paragraph shall not be alterable by any resolution or special resolution of the members of the Society.

