

Bylaws of Rocky Point Bird Observatory Society (the "Society")

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

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

"**Board**" means the directors of the Society;

"**Bylaws**" means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 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, prevail.

PART 2 – MEMBERS

Membership

2.1 Membership shall be established on payment of the appropriate dues by persons eligible for membership.

Amount of membership dues

2.2 The amount of the annual membership dues shall be determined by the Board.

Rights and obligations of members

2.3 (a) Every member in good standing shall have one vote at any regular or special meeting of the Society and shall be eligible to hold office in the Society.

(b) Every member must uphold the constitution of the Society and must comply with these Bylaws.

(c) No member shall speak or present on behalf of the Society without the express authorization of the Board.

(d) Any member in good standing shall have the right to inspect the books and records of the Society upon giving reasonable notice of such intention.

2.4 Annual dues for new members joining and paying dues shall be due and payable on the last day of the anniversary month of joining the Society.

Member not in good standing

2.5 A member is not in good standing if the member fails to pay the member's annual membership dues, and the member is not in good standing for so long as those dues remain unpaid.

2.6 A member who is not in good standing

(a) may not vote at a general meeting, and

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Cessation of membership and expulsion

2.7 (a) A member wishing to resign shall give notice to the secretary, or cease payment of annual dues.

(b) Members shall cease to be in good standing if dues are unpaid at the renewal date but shall be reinstated without penalty upon receipt of dues within three months of the annual due date.

(c) Membership in the Society shall be terminated if dues remain unpaid after the three-month grace period.

2.8 (a) A member may be expelled by a special resolution of the members passed at a general meeting.

(b) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reasons for the proposed expulsion.

(c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 (a) A general meeting must be held at the time and place the Board determines.

(b) Directors of the Society must call annual general meetings at least once in each calendar year.

Additional meetings

3.2 (a) Additional general meetings may be called by the Board of Directors.

(b) Ten (10)% or more of the voting members in good standing may request in writing that an additional general meeting occur, indicating the reason and subject matter to be discussed, and the Board shall convene a meeting of the Society within thirty days of receiving the request.

Ordinary business at general meeting

3.3 At a general meeting, the following business is ordinary business:

(a) consideration of any financial statements of the Society presented to the meeting;

(b) consideration of the reports, if any, of the directors or auditor;

(c) election or appointment of directors;

(d) appointment of an auditor, if any;

(e) other business requiring discussion and decision by the Society.

Notice

- 3.4** (a) A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.
- (b) At least 14 days' notice of meetings of the Society shall be given in printed form or in writing, including electronic mail, to each member.

Chair of general meeting

- 3.5** The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
- (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

- 3.6** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum for general meetings

- 3.7** (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 20 voting members.

Lack of quorum at commencement of meeting

- 3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the 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, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 3.9** 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.

Adjournments by chair

3.10 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.

Notice of continuation of adjourned general meeting

3.11 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.

Business at general meeting

3.12 The usual 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;
- (h) terminate the meeting.

Methods of voting

- 3.13** (a) At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot, voting must be by a secret ballot.
- (b) The person presiding at any meeting shall not have a vote except in the case of a tie.

Announcement of result

3.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 9 and no more than 15 directors (one of whom must be ordinarily resident in BC) who shall serve in an honorary capacity. Directors must meet specific qualifications as described in the *Societies Act*, including that they be at least 18 years of age.

Election or appointment of directors

4.2 (a) The Board shall make nominations for directors, and members may make nominations for directors in writing to the Board a minimum of one month in advance of the annual general meeting.

(b) The designation, election or appointment of a director is not effective unless the individual consents in writing or the designation, election or appointment occurs at a meeting and the individual does not refuse.

4.3 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

4.4 The election of directors at the annual general meeting shall be run by a person who is not a candidate in the election.

4.5 Voting for directors shall be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Term of directors

4.6 (a) Term of office for directors will be for two years, unless the Board resolves that a term should be for a shorter period.

(b) Term of office for officers, as appointed by the Board, shall be for one year, unless the Board resolves that a term should be for a shorter period.

(c) The Society may remove from office any director pursuant to a special resolution and may appoint another director by ordinary resolution to hold office until the next annual general meeting.

Term limits

4.7 No director shall serve for more than three consecutive terms.

Vacancies on the Board of Directors

4.8 (a) The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board.

(b) Any director who is absent from regular Board meetings on three consecutive occasions may be deemed by the Board to have retired.

Term of appointment of director filling casual vacancy

4.9 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

PART 5 – BOARD POSITIONS

Election or appointment to Board positions

5.1 (a) The Board shall be composed of four Officers and up to 11 other Directors.

(b) Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

(c) The Officers of the Society are appointed by the Board from the Directors in office at the first meeting of the Board following the annual general meeting.

Officers

5.2 (a) The Officers of the Society are the following:

- (i) president;
- (ii) vice-president;
- (iii) secretary;
- (iv) treasurer.

(b) A director, other than the president, may hold more than one position.

Role of president

5.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

5.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

5.5 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;
- (d) conducting the correspondence of the Board.

Absence of secretary from meeting

5.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

5.7 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;
- (d) making the Society's filings respecting taxes;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

PART 6 – DIRECTORS' MEETINGS

Calling directors' meeting

- 6.1** (a) A directors' meeting shall be held monthly or as the Board from time to time may determine.
- (b) A directors' meeting may be called by the president or by any two other directors.

Notice of directors' meeting

6.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

6.3 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.

Conduct of directors' meetings

6.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

6.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors currently in office.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

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

Signing authority

- 7.2** The signing officers of the Society shall be any two directors, as approved by the Board.
- 7.3** A contract or other record to be signed by the Society must be signed on behalf of the Society
- (a) by the president, together with one other director, or
 - (b) if the president is unable to provide a signature, by the vice-president together with one other director, or
 - (c) if the president and vice-president are both unable to provide signatures, by any two (2) other directors, or
 - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 – SCOPE OF OPERATIONS

- 8.1** The Board shall have charge of the general conduct of the affairs of the Society, the operations of which are to be chiefly carried out in the region of Southern Vancouver Island.
- 8.2** The activities of the Society shall be carried on without purpose of gain for its members, and any income, profits, or other accretions to the Society shall be used in promoting the purposes of the Society.

PART 9 – DISSOLUTION

- 9.1** Upon winding-up or dissolution of the Society the assets remaining after the payment of all costs, charges and expenses properly incurred in the winding-up and after the payment of any debts of the Society, shall be distributed to Bird Studies Canada to benefit other organizations within the province of British Columbia who are members of the Canadian Migration Monitoring Network. If that shall not be possible, the assets shall be distributed to such charities, registered under the provisions of the *Income Tax Act*, as shall be designated by the directors.