

BYLAWS OF WESTERN CANADA WILDERNESS COMMITTEE

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 board of directors of the society;

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

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 The members of the society are those individuals who have been elected or appointed as directors of the society. A membership begins automatically when an individual is elected or appointed to the Board and ends when the individual is no longer a director.

2.2 An individual may apply to the Board for membership in the society as per the process outlined under Part 4 – Directors.

Duties of members

2.3 Every member must uphold the constitution of the society and must comply with these Bylaws.

Amount of membership dues

2.4 The amount of the annual membership dues, if any, shall be determined by the Board.

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, if any.

Member not in good standing may not vote

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 members and is not considered in the determination of quorum.

Termination of membership

2.7 An individual's membership in the society is terminated if the individual is not in *good standing for 6 consecutive months*.

2.8 An individual shall cease to be a member of the society when

- (a) their term of membership, if any, expires;
- (b) their membership terminates in accordance with the Bylaws;
- (c) they deliver their resignation in writing to the Board;
- (d) the member dies;
- (e) the member is expelled in accordance with these Bylaws; or
- (f) the member fails to meet the requirements of clause 2.3.

2.9 A member of the society may be disciplined or expelled by special resolution.

2.10 Before a member is disciplined or expelled, the Board must

- (a) send to the member written notice of the proposed discipline or expulsion, including reasons; and
- (b) give the member a reasonable opportunity to make representations to the society respecting the proposed discipline or expulsion.

Part 3 - General Meetings of Members

Time and place of general meeting

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

3.2 An annual general meeting will be held in each calendar year.

Ordinary business at general meeting

3.3 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;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Annual report

3.4 The society must, within 30 days after an annual general meeting is held, file with the registrar an annual report that includes the date on which the meeting was held.

Notice of general meeting and special business

3.5 Written notice of the date, time and location of a general meeting must be sent to every member of the society, and must include the text of any special resolution submitted to the meeting.

3.6 The accidental omission to give notice of a meeting to, or non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

3.7 Notice of a general meeting and any special business must be made 14 days before the date of the meeting.

Chair of general meeting

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

- (a) the individual elected by the Board as Chair;
- (b) the Vice-Chair, if the Chair of the Board is unable to preside.
- (c) one of the other directors present at the meeting, if both the Chair and Vice-Chair are unable to preside as the Chair.

Quorum required

3.9 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 members is present.

Quorum for general meetings

3.10 The quorum for the transaction of business at a general meeting is five members in good standing.

Lack of quorum at commencement of meeting

3.11 If, within 30 minutes from the time set for holding a general meeting, a quorum of 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 members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.12 If, at any time during a general meeting, there ceases to be a quorum of 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

3.13 The Chair of a general meeting may, or, if so directed by a majority of the 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

3.14 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.

Order of business at general meeting

3.15 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;
- (h) terminate the meeting.

Methods of voting

3.16 Voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the members.

3.17 Elections shall be by secret ballot.

Announcement of result

3.18 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 not permitted

3.19 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.20 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.

3.21 Any matter decided by ordinary resolution requires a simple majority to pass. Any matter decided by special resolution requires 66% majority vote to pass.

Part 4 – Directors

Number of directors on Board

4.1 The society shall have nine directors.

4.2 The directors shall appoint an Executive Team (E-Team). The E-Team shall consist of three paid employees. The E-Team is mandated to make decisions by consensus and carry on the day-to-day management of the Wilderness Committee. It reports to, and takes direction from, the Board. Members of the E-Team are required to participate on the Board, including attending Board meetings and serving on Board committees. Members of the E-Team do not have the right to vote at Board meetings or on Board committees.

Election or appointment and terms of directors

4.3 Individuals interested in putting their name forward for a director term must submit an expression of interest to the nominations committee no later than 60 days prior to the annual general meeting.

4.4 At each annual general meeting, members must elect or appoint the Board.

4.5 (1) Directors shall be elected for three year terms. Each year, three of the directors shall retire from office and their successors shall be elected. A retiring director in good standing may stand for re-election, subject to 4.5 (2).

(a) Each year, the directors who have served for three years since their last election shall retire from office and their successors shall be elected.

(b) At least 60 days prior to the election, the Board's Nominations Committee shall consider applications for directors/members of the society and shall present recommendations to the Board.

(c) The Board reserves the right to vote to remove any director from the Board of directors who has missed three consecutive directors' meetings.

(2) The maximum term limit for a director is six consecutive years. A director who has served six consecutive years shall not be eligible for re-election as a director for a period of three years from the date the director ceased to hold office.

(3) An election may be by acclamation in the event that there are an equal or lesser number of candidates than open spots for election; otherwise it shall be by secret ballot. In the event of a balloted election, the first past the post counting method will be used.

(4) If no successor is elected the position is deemed vacant.

(5) No individual who is an employee of the society or who is engaged by it pursuant to a contract for services is eligible for election at an AGM to the Board or eligible for appointment to replace a vacancy on the Board, and no individual who is in a direct relationship with an Executive Team member or a staff member including, but not limited to, spouses and business partners, is eligible for election or appointment to the Board.

(6) A former director who has served for six years is eligible for election following a hiatus of three consecutive years.

4.6 The members may by special resolution remove a director before the end of their term.

Directors may fill casual vacancy on Board

4.7 The Board may, at any time, appoint a director to fill a vacancy that arises on the Board as a result of the resignation, expulsion, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.8 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 created

the vacancy. The individual is eligible for to run in an election for a second term, as per these bylaws.

5 - Directors' Meetings

Calling directors' meeting

5.1 A directors' meeting may be called by the Chair or by any two other directors.

Notice of directors' meeting

5.2 At least two 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

5.3 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

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

5.5 A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at meeting of directors.

Quorum of directors

5.6 The quorum for the transaction of business at a directors' meeting is five.

Part 6 - Board Positions

Election or appointment to Board positions

6.1 Directors must be elected to the following Board positions, and a director, other than the Chair, may hold more than one position:

- (a) Chair
- (b) Vice-Chair
- (c) Secretary
- (d) Treasurer

6.2 The directors shall, at their first meeting following an annual general meeting:

- (a) Elect the Chair, Vice-Chair, Secretary and Treasurer from among themselves.
- (b) Appoint a nominating committee of at least three directors whose function it is to accept nominations for directors to be voted on at the next AGM.

Directors at large

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

Board committees

6.4 The directors may appoint committees for specific purposes as they see fit, with the powers to make recommendations to the directors.

Role of Chair

6.5 The Chair of the Board shall preside at all meetings, and is responsible for supervising the other directors in the execution of their duties.

Role of Vice-chair

6.6 The Vice-chair of the Board and is responsible for carrying out the duties of the Chair if the Chair is unable to act.

Role of Secretary

6.7 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;
- (e) filing the annual report of the society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.8 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

6.9 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.

Part 7 - Remuneration of Directors and Signing Authority

Remuneration of directors

7.1 These Bylaws do not permit the society to pay remuneration to a director for being a director.

Signing authority

7.2 A contract or other record to be signed by the society must be signed on behalf of the society.

- (a) by the Chair together with one other director;
- (b) if the Chair is unable to provide a signature, by the Vice-Chair together with one other director;
- (c) if the Chair and Vice-Chair are both unable to provide signatures, by any two 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 – Governance

Rules of Order

8.1 All business of the society shall be conducted by the most recent edition Roberts Revised Rules of Order.

Auditor

8.2 At each annual general meeting the society shall appoint an auditor to hold office until the close of the next annual general meeting.

8.3 The society may remove the auditor before the expiration of the auditor's term of office by ordinary resolution passed at a general meeting.

8.4 A new auditor must be appointed by ordinary resolution for the remainder of the term of the office of the auditor who was removed.

8.5 Before calling a general meeting for the purpose of removing the auditor, written notice must be sent to the auditor with the intention to call the meeting, the date on which the notice of the meeting is proposed to be sent, and the materials to be sent to the members in connection with the meeting.

8.6 No director and no employee of the society shall be auditor.

8.7 The auditor of the society may attend the annual general meeting and be heard on matters dealing with their duties or functions. If present at the annual general meeting, the auditor must answer questions concerning the financial statements, auditors report and any other matter with respect to their duties or functions.

Borrowing

8.8 In order to carry out the purposes of the society the directors may, on behalf of or in the name of the society, raise or secure the payment or repayment of money in the manner in which a reasoned and thoughtful investor might, and, in particular but without limiting the foregoing, by the issue of debentures.

8.9 No debenture shall be issued without the sanction of a special resolution.

Dissolution

8.10 In the event of winding up or dissolution of the society, any funds of the society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organizations concerned with social problems or organizations promoting the same object of this society, as may be determined by the members of the society at the time of winding up or dissolution, then such funds shall be given or transferred to some other organization; provided that such organization referred to in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the "Income Tax Act" of Canada from time to time in effect. This provision was previously unalterable.

Bylaws

8.11 These bylaws shall not be altered or added to except by special resolution.