

BYLAWS
of
CANADIAN SOCIETY PROMOTING ENVIRONMENTAL CONSERVATION
(the “Society”)

Part 1. Definitions and Interpretation

Definitions

1.1 In these Bylaws, unless the context otherwise requires:

- a. “**Act**” means the *Societies Act* of British Columbia as amended from time to time;
- b. “**Board**” means the Directors of the Society;
- c. “**Bylaws**” means these Bylaws as altered from time to time;
- d. “**Directors**” means the directors of the Society as elected or appointed from time to time pursuant to these Bylaws;
- e. “**Officers**” means the Directors of the Society filling the roles of President, Vice-President, Secretary and Treasurer or any combination of those roles as these Bylaws allow;
- f. “**Person**” means a natural person and does not include a corporation or other legal entity.

Interpretation

1.2 Words importing the singular include the plural and vice versa and words importing a gender include all persons regardless of gender identification.

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. Membership

Application for membership

2.1 A person may apply to the Society for membership in the Society and shall become a member upon meeting the requirements within these Bylaws unless rejected by the Board of Directors. If a person is rejected by the Board of Directors, any membership fee paid shall be refunded.

Duties of members

2.2 Every member shall uphold the Constitution and comply with these Bylaws.

Amount of membership dues

2.3 The amount and duration of the membership dues for each year shall be determined by the Directors at the first Directors’ meeting following the annual general meeting. The Directors may canvass the opinion of the members at the annual general meeting each

year regarding their views on membership dues and take into consideration those views when setting membership dues.

Member not in good standing

- 2.4 A member is not in good standing if the member fails to pay the annual membership dues within 60 days of being notified by the Society of their being due; and the member remains “not in good standing” for so long as the dues remain unpaid or until the Directors determine to waive the dues.

Alternative memberships

- 2.5 The Board may create alternative membership categories from time to time and award those memberships to honour or recognize special contributions to the Society or the causes it supports. The Board will advise the members at an annual general meeting of these categories and recipients. Members in these “alternative” categories will not be entitled to vote at an annual general meeting unless they become dues paying members.

Termination of membership if member not in good standing

- 2.6 A person shall cease to be a member of the Society:
- a. by delivering his/her resignation in writing to the Society;
 - b. on being expelled; or
 - c. if they fail to renew their membership as required within 6 months of being requested to do so.

Expulsion

- 2.7 A member may be expelled by a resolution of the Board of Directors passed at a Board meeting.
- 2.8 Prior to the Board considering a motion to expel a member, the member must be given at least 14 days’ notice (in person, electronically, or by mail) of the intention to consider a resolution to expel the member. The notice of resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion.
- 2.9 The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard and be represented at the Board meeting before the resolution is put to a vote.
- 2.10 Should the Board determine to expel the member, the expelled member may appeal the expulsion to the next general meeting of the Society. At the general meeting, the expelled member shall have the right to address the membership of the Society, and the Board will present its reasons for expulsion. After the conclusion of submissions, the membership will determine the outcome of the appeal by way of a majority vote, and may uphold the expulsion, reinstate the member, and/or impose a penalty.

Part 3. General Meetings of Members

Time and place of general meetings

3.1 A general meeting must be held at the time and place the Board determines and in accordance with the Act.

Ordinary business at general meetings

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

- a. the adoption of rules of order;
- b. the consideration of financial statements of the Society;
- c. the report of the auditor, if any;
- d. the appointment of an auditor or the waiver of appointment of an auditor;
- e. the report of the Directors;
- f. the election of Directors; and
- g. business that arises out of the report of the Directors not requiring the passing of a special resolution.

Notice of a general meeting

3.3 Notice of a general meeting shall be given to all members in good standing at least 14 days before the general meeting and shall specify the place, day and hour of meeting, and, in case of any special business, the nature of that business in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business. Notice may be delivered physically (i.e. by mail or direct delivery) or electronically as the Directors determine. In every case the Society shall utilize the last known address for the members entitled to notice.

3.4 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.

Chair of general meetings

3.5 The President of the Society, the Vice-President or in the absence of both, 1 of the other Directors present, shall preside as chair of a general meeting as determined by the Directors.

Alternate chair of general meetings

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 the holding of the meeting, the voting members who are present may elect an individual present at the meeting to preside as chair.

Quorum Required

- 3.7 No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 3.8 If at any time during a general meeting there ceases to be quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 3.9 The quorum for the transaction of business at a general meeting is 3 members present or 5% of the members in good standing, whichever is greater.

Adjournments and notice of continuation

- 3.10 A general meeting that is adjourned because of the failure or loss of quorum may be rescheduled to a time and place determined by the Directors, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.
- 3.11 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.
- 3.12 If at the continuation of the adjourned meeting the quorum established in these Bylaws is still not present, the voting members present shall constitute a quorum for the purposes of that meeting.

Order of Business at a general meeting

- 3.13 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.

Methods of Voting

3.14 At a general meeting:

- a. no resolution at a meeting need be seconded and the chair of a meeting may move to or propose a resolution;
- b. voting is by a show of hand unless a motion is made and passed to have a secret ballot;
- c. voting by proxy is not allowed;
- d. a member in good standing present at the meeting is entitled to 1 vote;
- e. in the case of an equality of votes, the proposed resolution or motion shall not pass; and
- f. the chair of a meeting shall announce the outcome of each vote and the outcome must be recorded in the minutes of the meeting.

Matters decided at general meeting by general resolution

3.15 A matter to be decided at a general meeting must be decided by general 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 number of Directors shall be no fewer than 5 and no more than 15 as determined each year at the annual general meeting or from time to time by the Directors. In no case shall there be more than 15 Directors.

Election or appointment of Directors

4.2 Commencing with the filing of these Bylaws with the Registrar, Directors shall generally be elected for 2 year terms. However, at the annual general meeting in 2017, half (or half plus 1 if there is to be an odd number) of the Directors elected shall be elected for 2 year terms and the remainder shall be elected for 1 year terms. At each subsequent annual general meeting, the Directors whose term has expired shall retire from office and will be eligible for re-election while those who are "mid-term" shall remain as Directors.

4.3 Prior to the annual general meeting where Directors are to be elected, the Board of Directors shall set up a Nomination Committee which shall include the President of the Board. That committee shall advertise and receive applications for the Board of Directors and shall prepare a recommendation to present to the members at the general meeting regarding how may Directors it is appropriate to elect and which candidates the Nomination Committee recommends be elected to the Board.

- 4.4 Candidates for the Board shall be members of the Society and shall be nominated from the floor at the general meeting. Employees of the Society are not eligible to be nominated.
- 4.5 After all candidates are nominated, the general meeting shall determine by motion how many Directors shall be elected. If there is the same number of candidates as positions to be filled, the election shall be by acclamation. If there are more candidates than the positions to be filled, then the election shall be by secret ballot whereby members in good standing can vote for as many Directors as they wish up to the maximum number of positions available; and the persons who have the most votes shall be declared elected.

Directors may fill casual vacancies or increase number of Directors

- 4.6 The Board may, at any time, appoint a member as a Director to fill a vacancy in the Board that arises for any reason or may decide to add a Director to the Board so long as the number of Directors does not exceed the maximum set out in the Bylaws. Any Director so appointed must retire from the Board at the next general meeting and is eligible to stand for re-election.

Directors Role

- 4.7 All Directors are elected as general Directors and the Officers of the Society shall be chosen by the Directors at its first meeting following the annual general meeting. The previous Officers shall remain in place in their existing capacity until the appointment of new Officers.

Part 5. Directors' Meetings

Calling Directors' meeting

- 5.1 A Directors' meeting may be called by the President, his/her delegate, or by any 3 other Directors.
- 5.2 At least 2 days' notice of a Directors meeting must be given unless all Directors agree to a shorter notice period.

Quorum of Directors

- 5.3 The quorum for the transaction of business at a Directors meeting is 40% of the Directors then in office.

Proceedings of Directors' meetings

- 5.4 The Directors may regulate their meetings and proceedings as they think fit.
- 5.5 Questions arising at a meeting of the Directors shall be decided by a majority of votes. In case of an equality of votes, a resolution or motion fails.
- 5.6 So long as a majority of Directors indicate agreement either by way of electronic message or by some other verifiable method, the Board may pass a resolution by way of

a vote conducted by electronic messaging. A resolution passed by this method is as valid and effective as if regularly passed at a meeting of Directors.

- 5.7 The Directors may participate in a meeting by way of electronic voice technology and if they are present for a meeting by that method, they are present for the purposes for quorum.

Part 6. Board Positions (Duties of Officers)

- 6.1 At the first meeting of Directors following the annual general meeting where Directors are elected, the Board shall choose Directors to fill the following positions:

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

- 6.2 Directors may hold more than 1 position other than the President position. The Directors who are chosen to fill these positions shall be considered the “Officers” of the Society and all other Directors shall be Directors at large.

Executive Committee

- 6.3 The Executive Committee shall be made up of the Officers of the Society and up to 3 other Directors as chosen by the Board. The Executive Committee shall have the authority and functions delegated by the Board and shall oversee the operations of the Society between meetings of the Directors. The Executive Committee shall be responsible to oversee the activities of staff and contractors of the Society subject to direction of the Board.

Role of President

- 6.4 The President is the chair of the Board and shall oversee the general direction of the Board and the Society.
- 6.5 The President shall be the chief spokesperson for the Society and may delegate that role as and when he/she deems fit.
- 6.6 The President is an ex-officio member of all committees of the Board and of the Society.

Role of Vice-President

- 6.7 The Vice-President will carry out the duties of the President during any absence of the President or when delegated by the President.

Role of Secretary

- 6.8 The Secretary shall be responsible for overseeing the administrative functioning of the Society including making arrangements for:
- a. the issuing of notices of meetings of the Society and Directors;
 - b. the keeping of minutes of all meetings of the Society and Directors;

- c. the systems for the storing of all records and documents of the Society except those required to be kept by the Treasurer;
- d. the maintaining of the register of members; and
- e. filing the annual report of the Society and making other filings with the Registrar under the Act.

Absence of Secretary from meeting

6.9 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

6.10 The Treasurer shall be responsible for overseeing the financial affairs of the Society including making arrangements for:

- a. the receiving and banking of monies collected by the Society;
- b. the keeping of financial and accounting records of the Society;
- c. the preparing of the financial statements of the Society;
- d. the preparation and filing of the Society's CRA returns;
- e. the keeping of the financial records, including books of account, necessary to comply with the Act; and
- f. the rendering of financial statements to the Directors, members and others.

Part 7. Remuneration of Directors and Signing Authority

Remuneration of Directors

7.1 No Director shall be remunerated for being or acting as a Director but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society.

7.2 A Director may be remunerated for services to or for a role for the organization in a capacity other than Director so long as:

- a. the Director plays no role in any decisions related to the remuneration;
- b. there is specific project funding for the role;
- c. the Board of Directors approves a recommendation that the Director is the best person for the role; and
- d. the Director does not become an employee of the Society by assuming the role.

Signing authority

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 1 other Director;
- b. if the President is unable to provide a signature, by the Vice-President together with 1 other Director;

- c. if the President and Vice-President are both unable to provide signatures, by any 2 other Directors; or
- d. in any case, by 1 or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 8. Bylaws and Operations

- 8.1 On being admitted to membership, each member is entitled to receive upon request and without charge a copy of the constitution and Bylaws of the Society.
- 8.2 The operations of the Society are to be carried on throughout the Province of British Columbia.
- 8.3 The operations of the Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used in promoting the Society. This provision was previously unalterable.
- 8.4 In the event of the winding up or dissolution of the Society, any funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organizations promoting the same objectives of the Society as may be determined by the members of the Society at the time of the winding up or dissolution. In the event that the foregoing provisions cannot be effected, then such funds shall be given or transferred to some other organizations, provided that such organizations referred to in this article 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.
- 8.5 These Bylaws shall not be altered or added to except by special resolution.