

**BYLAWS**  
**OF**  
**NATURE CONSERVANCY OF THE NORTH OKANAGAN SOCIETY**  
**(the "Society")**

**CERTIFIED COPY**  
Of a document filed with the  
Province of British Columbia  
Registrar of Companies

  
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**PART 1**

**INTERPRETATION**

- 1.1 In these bylaws, unless the context otherwise requires,
- "Board" means a quorum of the directors of the Society as set out in these bylaws.
- "Directors" means the directors of the Society for the time being.
- "Societies Act" means the Societies Act of the Province of British Columbia [SBC 2015], as amended.
- "Registered address" of a member means his address as recorded in the register of members.
- 1.2 The definitions in the Societies Act on the date these bylaws become effective apply to these bylaws
- 1.3 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

**PART 2**

**MEMBERSHIP**

- 2.1 The members of the Society shall be the directors of the Society.
- 2.2 A member who ceases to be a director of the Society ceases to be a member in good standing and ceases to be a member.
- 2.3 Every member shall uphold the constitution and comply with these bylaws.

**PART 3**

## PATRONS

- 3.1 Any person, association of persons, or corporations that shall give, devise, bequeath or donate any property to the Society, shall be a patron of the Society.
- 3.2 Any patron of the Society shall be entitled to notice of and to attend the annual general meeting of the Society.
- 3.3 A patron shall cease to be a patron of the Society, subject to a resolution of the Board, on the occasion of the fifth consecutive general meeting at which the patron has not attended or had a representative attend.

## PART 4

### DIRECTORS

- 4.1 The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of:
  - (a) all laws affecting the Society,
  - (b) these by-laws, and
  - (c) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.
- 4.2 The number of directors shall be fourteen (14) or such greater or lesser number as may be prescribed by the Board of Directors of the Society from time to time.
- 4.3 Every director shall be nineteen (19) or more years of age and be resident in the Regional District of North Okanagan.
- 4.4 The first directors of the Society shall be the subscribers of the Constitution and Bylaws.
- 4.5 The directors of the Society shall hold office for a term of four (4) years.
- 4.6 Any vacancies of a director position occurring from time to time shall be filled by appointment made by the Board of Directors. A

replacement director shall hold office for the remainder of the vacated director's term.

- 4.7 Notwithstanding the above, as long as the North Okanagan Naturalists' Club is in operation and in good standing, one sitting director of the Board will be appointed by the Okanagan Naturalists' Club with such appointment being approved by the Board of Directors.
- 4.8 No director shall be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred by such director while engaged in the affairs of the Society, at the sole discretion of the Board.
- 4.9 Any director may be removed from office before the expiration of that director's term of office, by a special resolution of the members of the Society at a general meeting.

## PART 5

### OFFICERS

- 5.1 The officers of the Society shall consist of the President, Vice-President, Secretary, Treasurer and such other officers as may be determined at a meeting of the Members of the Society.
- 5.2 The officers of the Society shall be elected by the directors from among the directors and thereafter at the first meeting of the directors following each annual general meeting.
- 5.3 No office shall be held by one person for more than two (2) years in succession except that of the Secretary and that of the Treasurer who may be elected for four (4) years. Re-election to a position may take place after a lapse of one year.
- 5.4 No officer shall be remunerated for being or acting as an officer, but an officer shall be reimbursed for all expenses necessarily and reasonably incurred by such officer while engaged in the affairs of the Society, at the sole discretion of the Board.
- 5.5 Officers of the Society may be removed as officers by majority vote of the directors. Officers so removed shall remain directors of the Society, subject to Clause 4.9 of these bylaws.

## PART 6

## DUTIES OF OFFICERS

- 6.1 The President shall preside at all meetings of the Society and of the directors.
- 6.2 The President is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
- 6.3 The Vice-President shall generally assist the President and shall, in the event of the absence or disability of the President, perform the President's duties and possess the President's authority.
- 6.4 The Secretary shall:
  - (a) conduct the correspondence of the Society,
  - (b) issue notices of meetings of the Society and directors,
  - (c) keep minutes of all meetings of the Society and directors,
  - (d) have custody of all records and documents of the Society,
  - (e) have custody of the common seal of the Society, and
- 6.5 The Treasurer shall:
  - (a) have custody of all financial records and documents of the Society in common with the Secretary.
  - (b) have charge of all funds of the Society, same to be deposited in a financial institution covered by Canada Deposit Insurance Corporation (CDIC). All disbursements shall be by cheque signed by any two of the following: the President, Vice-President, Secretary, or Treasurer. All to be subject to control of the Board of Directors; and
  - (c) Make available to the annual general meeting an accounting of all monies of the Society.
- 6.6 Although the positions of Secretary and Treasurer are distinct, it is permissible for the same individual to hold both positions.
- 6.7 Other officers, if any, shall perform such duties as are determined by the directors of the Society, and the Board may delegate duties and

powers to the other officers that are not inconsistent with any resolution passed by the membership, or inconsistent with these Bylaws or the Societies Act.

## PART 7

### PROCEEDINGS OF DIRECTORS

- 7.1 The directors may meet together at such places as they think fit for the dispatch of business, and adjourn and otherwise regulate their meetings and proceedings, as they see fit. Directors may participate by tele-conference, or other means of audio and/or video communication, and by any other means as the directors may authorize from time to time.
- 7.2 The directors may, from time to time, fix the quorum necessary for the transaction of business and unless so fixed, the quorum shall be a majority of the directors then in office.
- 7.3 The President shall be chairman of all meetings of the directors; but, if at any meeting the President, having not advised the Secretary that the President will not be present, is not present within 15 minutes after the time appointed for holding the meeting, the Vice President shall act as chairman, but if neither is present, the directors present may choose one of their number to chair that meeting.
- 7.4 A director may at any time request, and the secretary or treasurer shall subsequently convene a meeting of the directors.
- 7.5 Notice of any meeting of directors shall be given to each director not less than four (4) days before the meeting is to take place; provided always that a meeting of the directors may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent, in writing, to the meeting being held in their absence.
- 7.6 The directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.
- 7.7 A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors following their activities.

- 7.8 A committee shall elect a chairman of its meetings; but if one is elected, or if at any meeting the chairman is not present within 15 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.
- 7.9 The members of a committee may meet and adjourn as they think proper. A complete record of the minutes of the meeting will be kept.
- 7.10 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly-elected or appointed director or directors for the meeting to be duly constituted, if a quorum of the directors is present.
- 7.11 A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, fax or e-mail, etc. of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn,
- (a) no notice of meeting of directors shall be sent to that director, and
  - (b) any and all meeting of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

Notice of any meetings or any irregularity in any meeting or in the notice thereof may be waived by any director.

- 7.12 Questions arising at any meeting of the directors or a committee of directors shall be decided by a majority of votes of those present.
- 7.13 In case of an equality of votes, the chairman, shall not have a second or casting vote.
- 7.14 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 a meeting of directors if subsequently affirmed at a regular constituted meeting.

## PART 8

## GENERAL MEETINGS

- 8.1 General meetings of the Society shall be held at such time and place, in accordance with the Societies Act, as the directors decide.
- 8.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 8.3 Notice of a general meeting shall specify the place, the day and the hour of meeting, and, the general nature of the business to be conducted at the meeting.
- 8.4 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the persons entitled to receive notice does not invalidate proceedings at that meeting.
- 8.5 The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.
- 8.6 The directors shall prepare and publish an annual report to be presented to the annual general meeting.
- 8.7 Patrons and the general public shall be entitled to be present at the annual general meeting during the course of which there shall be set aside a period of time, as determined by the directors, to hear briefs and comments from the patrons and the public in respect of the Society's business.
- 8.8 Notice of the annual general meeting and any extraordinary general meeting shall be given to each director and patron at least fourteen (14) days before the holding of such meeting, and the date, time, and location of the annual general meeting shall be published in a local newspaper, at least once no less than three (3) days and no more than ten (10) days before the date of such meeting.

## PART 9

### PROCEEDINGS AT GENERAL MEETINGS

- 9.1 No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

- 9.2 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 9.3 A quorum is four (4) members present or such greater number as the members may determine at a general meeting.
- 9.4 If within 15 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and no notice of the new date need be given.
- 9.5 The president of the Society, the vice-president, or in the absence of both, one of the other directors present shall chair a general meeting.
- 9.6 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 9.7 When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 9.8 The Chairman of a meeting may move or propose a resolution.
- 9.9 In case of an equality of votes, the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
- 9.10 Each member shall have one (1) vote at a general meeting.
- 9.11 Patrons and the public shall not be entitled to vote at the annual general meeting.
- 9.12 A member in good standing present at a meeting of members is entitled to one (1) vote.
- 9.13 Voting is by show of hands or by ballot.
- 9.14 Voting by proxy is not permitted.

## PART 10

## SEAL

- 10.1 The directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- 10.2 The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the person prescribed in the resolution or if no persons are prescribed, in the presence of the president and secretary/treasurer.

## PART 11

### BORROWING

- 11.1 In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.
- 11.2 No debenture shall be issued without the sanction of a special resolution.
- 11.3 The members may, by special resolution at a general meeting, restrict the borrowing powers of the directors, but a restriction so imposed expires at the next annual general meeting.

## PART 12

### AUDITOR

- 12.1 An auditor may be appointed by the directors who may also fill any vacancies occurring in the office of the auditor.
- 12.2 At each annual general meeting, the Society may appoint an auditor to hold office until the next annual general meeting.
- 12.3 An auditor may be removed by ordinary resolution.
- 12.4 An auditor shall be informed forthwith in writing of appointment or removal.
- 12.5 No director and no employee of the Society shall be auditor.
- 12.6 The auditor may attend general meetings.

## PART 13

### NOTICES

- 13.1 Any notice required under these Bylaws may be given either by hand or by mail, or by e-mail or tele facsimile, to the most recent contact address or number provided to the Secretary by the persons to be notified.
- 13.2 A notice sent by mail shall be deemed to have been given on the third business day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice delivered by e-mail or tele facsimile shall be deemed to be given on the day following the date that such e-mail or facsimile is sent.
- 13.3 Notice of general meeting shall be given to:
- (a) every member;
  - (b) every patron;
  - (c) the auditor, if one has been appointed.
- 13.4 No other person is entitled to receive a notice of general meeting.
- 13.5 Fiscal Year shall be 1<sup>st</sup> of January to 31<sup>st</sup> of December
- 13.6 Parliamentary Authority
- The rules contained in "Roberts' Rules of Order" (newly revised) shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the Constitution, these Bylaws, or the Societies Act.

## PART 14

### BYLAWS

- 14.1 On being admitted to membership, each member is entitled to and the Society shall give him, without charge, a copy of the constitution and bylaws of the Society.

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

## PART 15 – OTHER PROVISIONS

15.1 In pursuance of the purpose of the Society, the Society may:

- (a) receive bequests, devises, and donations of every kind and description whatsoever, and hold, control, administer and deal with property of every kind and description, whether real or personal, including cash, and wheresoever situated (“Property”);
- (b) in the sole discretion of the Board Directors of the Society (the “Board”), refuse to accept any bequest, devise, or donation that would not be consistent with these purposes of the Society;
- (c) purchase Property;
- (d) encumber in any fashion or lease in any fashion any Property at any time held by the Society, and sell or transfer Property, provided that the proceeds of any encumbrance, lease, sale or transfer are used in the furtherance of the Society’s purposes;
- (e) manage Property held by the Society;
- (f) make investments other than those which directly furthers the Society’s purposes, provided that such investments are temporary;

- (g) pay the expenses of the Society from cash donations or grants or investment income earned, subject to any specific direction by a donor.

This provision was previously alterable.

15.2 The Society is a charitable one, and acknowledges that all investments and property of the Society, including income earned from such investments and property, is and will be held in trust pursuant to the Constitution and Bylaws to further the purposes of the Society. This provision was previously unalterable.

15.3 The operations of the Society are to be chiefly carried out from the City of Vernon, in the Province of British Columbia, and are to extend to the general district of the North Okanagan included in, but not limited to the Regional District of the North Okanagan boundaries. This provision was previously unalterable.

15.4 In the event that the Society ceases to exist, or the Society is liquidated, all property, assets and funds shall be:

- (a.) transferred to the Regional District of North Okanagan for the purchase of or use as parkland or nature or wildlife reserves within the District's boundaries; or

- (b.) if investments, transferred to the Vernon & District Foundation with the direction that such investments be used in furtherance of works similar to the purposes of the Society; or

- (c.) transferred to a charitable society having similar objectives for use in the North Okanagan;

in such combination and proportion as determined absolutely by the Board of Directors of the Society. This provision was previously unalterable.

15.5 The Society shall ensure that at all times it functions as a charitable institution. This provision was previously unalterable.

15.6 No part of the income, properties, etc., of the Society may be payable or otherwise available for the personal benefit of any proprietor, member or officer of the Society. This provision was previously unalterable.