

FORM 3 SOCIETY ACT

CONSTITUTION

1. The name of the Society is Nicola Naturalist Society, hereinafter referred to as "the Society".
 2. The objectives of the Society are:
 - (a) to stimulate active interest in natural history;
 - (b) to study and protect flora and fauna and their habitats;
 - (c) to promote education and stewardship of wildlife and the natural environment, especially among the youth of our region;
 - (d) to work with other societies and like bodies having interests in common with this Society, within and beyond the Province of British Columbia.
 3. The operations of the Society are to be chiefly carried on in the Merritt and Nicola Valley area.
-

NICOLA NATURALIST SOCIETY - BYLAWS

1.00 MEMBERSHIP

1.01 Classes of Membership

There shall be four classes of membership:

- (a) Individual - for any person 16 years of age or older;
- (b) Family - for a spousal couple and/or parent(s), dependent children and grandchildren and each person shall be classed as an individual or junior member;
- (c) Student - for any person under the age of 16 years who has paid the membership dues, the dependent children within a family membership, or a person registered at a school or post-secondary institution;
- (d) Honorary Life - any person who has rendered outstanding service to the Society by increasing knowledge of and interest in natural history may be made an honorary life member.

1.02 Terms of Admission

- (a) Membership shall be established on payment of the appropriate dues by persons eligible for membership.
- (b) Recommendations for Honorary Life Membership shall be made by three members in writing to the Board of Directors. The Board shall vote by secret ballot and a two-thirds majority shall be required for election of the nominee to Honorary Life Membership.

1.03 Rights and Obligations of Members

- (a) A member may obtain from the Society a copy of the Constitution and Bylaws at a charge of no more than \$1.00.
- (b) Every member shall be entitled to receive from the Society a copy of any magazine or newsletter which the Society may from time to time publish. Family members shall receive one copy per family.
- (c) Every member 16 years of age or older shall have one vote at any regular or special meeting of the Society and shall be eligible to hold office in the Society.
- (d) Every member shall uphold the Constitution and comply with these Bylaws.

1.04 Cessation of Membership and Expulsion

- (a) Resignation: A member wishing to resign shall give notice in writing to the secretary.

(b) Non-payment of Dues: 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 six months of the annual due date. Membership shall expire if dues remain unpaid after the six months grace period.

(c) Expulsion: Any member may be expelled from membership for any reason which is deemed to be prejudicial to the best interests of the Society by a vote of at least two-thirds of the Board of Directors. Prior to the vote being taken, the person proposed for expulsion shall be given twenty-one days notice in writing of the proposed resolution and shall be afforded an opportunity to explain or justify his position to the Board, and no persons other than Directors and the person proposed for expulsion shall be present.

1.05 Membership Dues

Dues for each class of membership shall be proposed by the Board of Directors and approved at the Annual General Meeting (hereafter known as 'the A.G.M.') of the Society.

2.0 OFFICERS AND DIRECTORS

2.01 Business of the Society

The business of the Society shall be managed by a Board of at least five and no more than eleven Directors (hereafter known as 'the Board'). The Directors must be members of the society.

2.02 Officers

The officers of the Society shall be the President, Vice-President, Secretary and Treasurer. The officers are directors.

2.03 Board of Directors

(a) The Board shall be composed of the Officers, immediate Past-President, and one or more other Directors.

(b) The Officers and other Directors shall be elected at the A.G.M. by acclamation or by simple majority vote by the members of the Society present at the A.G.M. and entitled to vote.

(c) The term of office for Officers and Directors shall be one year, unless the Board resolves that a term should be for a shorter period.

(d) Officers and other Directors may serve for more than one consecutive term and may stand for re-election at an A.G.M..

(e) The Directors shall serve in an honorary capacity, but may be reimbursed for expenses incurred while fulfilling their duties to the Society.

2.04 Nominations for the Board of Directors

Nomination of candidates for the election of Directors may be received in writing by the Directors prior to the A.G.M. If deemed necessary, the sitting Board may appoint a nominating committee to make and receive nominations. Further nominations may be made from the floor at the A.G.M..

2.05 Elections

The election of the Board of Directors will be held at the A.G.M. If deemed necessary the sitting Board of Directors may appoint an election committee and one or more scrutineers to oversee the election at the A.G.M.

2.06 Appointment of Officers

At their first meeting following the election at the A.G.M., the Directors will appoint the Officers from among the elected Directors. The Officers will serve until the next election.

2.07 Vacancies on the Board of Directors

(a) If, for any reason, the President ceases to hold office, the Vice-President shall assume the office of President. If the Vice-President is unable or unwilling to assume the Presidency the Board may appoint one of its members as President until the next A.G.M.

(b) If, for any reason, the Vice-President ceases to hold office, the Board shall appoint one of its members to the office until the next A.G.M.

(c) If, for any reason, the immediate Past-President ceases to hold office, the Board may appoint one of the other Past-Presidents of the Society to the vacancy on the Board.

(d) If, for any reason, the Secretary or the Treasurer ceases to hold office, the Board shall appoint a member of the Society to the office until the next A.G.M.

(e) The Board shall fill any vacancy on the Board within sixty days of its occurring. Any person filling the vacancy holds office until the next A.G.M.

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

2.08 Removal from Office

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 A.G.M.

3.0 DUTIES AND POWERS OF OFFICERS AND OTHER DIRECTORS

3.01 General

The Board shall meet when and where the President, or the Vice-President in the absence of the President, may decide or as from time to time the Directors may agree to be expedient. The Board shall have charge of the general conduct of the affairs of the Society. At the A.G.M. of the Society, the Board shall make a full report concerning its proceedings for the previous year, the report to be presented by the President and to incorporate recommendations for the future conduct of the Society.

3.02 President

It shall be the duty of the President to preside at all meetings of the Society and the Board, to have a general care of the interests of the Society and to ensure that the several provisions of the Bylaws are observed. The President shall not vote except in the case of a tie and shall be ex-officio a member of all committees. If any discussion requires the President to vacate the Chair, then another Director shall take the chair for the duration of the topic requiring the President to vacate the chair.

3.03 Vice-President

In the absence of the President, the Vice-President shall perform the duties of President, and in the absence of both the President and Vice-President, a chairman *pro tem* shall be appointed by the Board.

3.04 Secretary

The Secretary shall attend and keep an accurate record of all Society and Board meetings where Society business is transacted and conduct correspondence required by the Board. The Secretary shall issue notice of the A.G.M. to all members.

3.05 Treasurer

The Treasurer shall

- (a) receive all dues and other moneys to which the Society is entitled and give the Society's receipt for the same;
- (b) keep an accurate record of the moneys received and disbursed;
- (c) make all necessary expenditures as authorized by the Board;
- (d) keep all funds of the Society in one or more bank accounts in either a Chartered Bank, Credit Union or Trust Company chosen by the Board or in investments approved under the Trustee Act;
- (e) submit a financial review of the previous year and a proposed budget for the ensuing year at the A.G.M.;

- (f) prepare a statement of income and expenditure at such time or times as may be required by the Board;
- (g) have custody of the seal (if any);
- (h) have an accurate record of the names and addresses of all members of the Society.

3.06 Signing Officers

The signing officers of the Society shall be any two of the President, Vice-President, Secretary and Treasurer, or another Director appointed by the Board.

4.00 MEETINGS OF THE SOCIETY

4.01 Annual General Meeting (A.G.M.)

(a) The society shall hold an A.G.M. in September at a time and place to be decided by the Board. The A.G.M. shall include the report of the Board, presentation of the reviewed financial statements, election of Officers and other Directors and other business requiring discussion and decision by the Society.

(b) At least 14 days notice of the A.G.M. of the Society shall be given in printed form, by e-mail or in writing to each member.

4.02 Society Meetings (Regular Monthly)

Meetings may be held monthly from September to May or as the Board from time to time may determine.

4.03 Special Meetings

Ten (10) % of the voting members in good standing may request in writing that a Special Meeting occur, indicating the reason and subject matter to be discussed. The Board shall then convene a meeting of the Society within thirty days of receiving the request.

4.04. Meetings of the Board of Directors

(a) Subject to these Bylaws, the Directors may meet, adjourn meetings and regulate their meetings as they see fit.

(b) A person appointed by the Directors shall notify all Directors of a meeting.

(c) A Director will be deemed to have been notified where either the Director was present when the date, place and time of the meeting was set, or a notification of the meeting was delivered to the address, e-mail address or telephone number provided by that Director.

(d) Each Director has one vote. All Directors, including the President, may vote on a motion and a majority of 50% plus one is required for an ordinary motion to be carried.

4.05 Quorum

- (a) At a meeting of the Board, five members shall constitute a quorum.
- (b) At a meeting of the Society, ten members in good standing shall constitute a quorum.
- (c) If there is not a quorum at the A.G.M. or any Special Meeting of the Society within 30 minutes after the time designated for the beginning of the meeting, the meeting will be adjourned until the same time and day the following week. If there is not a quorum within 30 minutes after the time designated for the beginning of the re-scheduled meeting, the members present shall constitute a quorum.
- (d) The only business that may be conducted at an A.G.M. of the Society in the absence of a quorum is the election of a chairperson and the adjournment or termination of the meeting.

4.06 Committees

- (a) The Board may establish Committees and appoint members as need arises from time to time. Each committee of the Society shall have as one of its members a Director whose responsibility it is to report to the Board.
- (b) The Board shall provide instructions for the guidance of each Committee and shall require from time to time reports from the Chairs of Committees.
- (c) The Board shall decide the term that a Committee will serve and may vote to dissolve the Committee at any time.

4.07 Voting and Resolutions at meetings

- (a) Only members in good standing over the age of 16 may vote at any A.G.M. of the Society and there shall be no proxy voting.
- (b) The person presiding at any meeting shall not have a vote except in the case of a tie.
- (c) Resolutions moved at an A.G.M. or Special Meeting need to be seconded.

5.00 GENERAL

5.01 Seal

The Board may provide for a seal of the Society. It shall be used when required for execution of documents pursuant to a resolution of the Board and in accordance with the terms of resolutions recorded from time to time in the minutes of the proceedings of the Board and of the Society.

5.02 Borrowing Powers

For the purpose of carrying out the objects of the Society, the Board may borrow or raise to secure payment of money in such manner as it thinks fit either at one time or from time to time; subject to the provisions of the Society Act of the Province of British Columbia; and provided that the power conferred by this section shall not be exercised without prior approval of a meeting of the Society.

5.03 Fiscal Year

The fiscal year of the Society shall end on August 31st of each year.

5.04 Examiner

An examiner may be appointed by the Society at the A.G.M. held in each year. It shall be the duty of the examiner to perform a financial review of the books of account of the Society and to prepare for the A.G.M. financial statements clearly and accurately showing the financial position of the Society.

5.05 Solicitor

A solicitor or firm of solicitors may be appointed by the Board.

5.06 Special Resolution

A special resolution may be passed at a meeting of the Society by a majority of not less than 75% of members present at the meeting. Not less than fourteen days notice shall be given to members of the intention to propose a special resolution.

5.07 Amendments to Constitution and Bylaws

The Constitution and Bylaws may be amended at the pleasure of the Society by Special Resolution subject to the provisions of the Society Act of the Province of British Columbia.

5.08 Inspection of Books

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.

5.09 Rules of Order

The rules contained in Robert's Rules of Order shall govern the proceedings of the Board and of all meetings of the Society, in all cases to which they are applicable and in which they are not inconsistent with the Bylaws of the Society.

6.0 DIRECTIVES

6.01 Business Ethics

The Society's activities shall be carried on without purpose of financial gain for its members, and any profits or other accretions to the organization shall be used in promoting its objectives.

6.02 Board Financial Powers

The Directors shall have power to invest in securities pursuant to the Trustee Act of British Columbia such surplus funds as may from time to time be in their hands and may sell the same and reinvest the proceeds of sales pursuant to resolutions of the Board as approved by an A.G.M. of the Society.

6.03 Dissolution of the Society

Upon the dissolution of the Society, the extraordinary resolution authorizing such dissolution shall specify that all assets remaining which are owned by the Society shall be distributed to one or more recognized charitable or non-profit organizations in Canada.

