



Special Resolution: Changes to Bylaws

Resolution: be it resolved, that amended Bylaws be presented to the members at the 2018 AGM for approval with the exception of Part 8 proposed Sections 46.1 and 46.2.

Kaslo and District Community Forest Society Bylaws

*This draft is prepared for the KDCFS 2018 AGM. Text in **BLACK** has stayed the same as previously. Text in **BLUE** is to be removed. Text in **RED** is to be added.*

Part 1 Interpretation

1 (1) In these bylaws, unless the context otherwise requires:

“directors” means the directors of the Society for the time being;

“**Societies Act**” means the Society Act of British Columbia from time to time in force and all amendments to it;

“registered address” of a member means the member’s address as recorded in the register of members.

“Area D” means Area D of the Regional District of Central Kootenay.

(2) The definitions in the **Societies Act** on the date these by laws become effective apply to these bylaws.

2 Words importing the singular include the plural and vice versa, and words importing a male person include a female person.

Part 2 Membership

3 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

4 A person may apply to the directors for membership in the Society and on acceptance by the directors is a member. To qualify for acceptance as a member of the Society a person must be a minimum of 18 years of age and have been a Kaslo or Area D resident for 30 days and resident of BC for at least six months or owner of land in Kaslo or Area D and resident of BC for at least six months, and pay annual dues ~~of \$5.00~~. A new member must have had a valid membership for at least 30 days prior to a general meeting to be eligible to vote at that general meeting.

5 Every member must uphold the constitution and comply with these bylaws.

Current: 6(1) ~~The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined~~ at the annual general meeting of the Society.

Proposed: 6(1) **Any change to the annual membership dues will be considered** at the annual general meeting of the Society

(2) All memberships shall be up for renewal after December 31st of each calendar year.

7 A person ceases to be a member of the Society

(a) by delivering his or her resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society,

(b) on his or her death,

(c) on being expelled, or

(d) on having been **in arrears with their dues for four months** ~~a member not in good standing for 12 consecutive months.~~

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

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

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

9 All members are in good standing ~~except a member who has failed to pay his or her current annual membership fee, and the member is not in good standing so long as the fee remains unpaid.~~ **providing they have paid their annual membership fees and agree to abide by the constitution and bylaws of the Society.**

Part 3 Meetings of Members

10 General meetings of the Society must be held at the time and place, in accordance with the **Societies** Act, that the directors decide.

11 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

12 The directors may, when they think fit, convene an extraordinary general meeting. The Directors shall convene an extraordinary general meeting upon receipt of a petition of 10% of members in good standing. The meeting shall be convened ~~not later than 75 days following receipt of the petition by the Society~~ **within the time frames stipulated in the Societies Act.**

13 (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.

(2) 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.

(3) ~~At least 60 days prior to the date for a proposed annual general meeting~~ The Secretary shall give notice to the members, in accordance with clause 13(4), calling for submissions from the membership to be included on the agenda at the annual general meeting. ~~Any such submissions by members shall be delivered to the Society at least 45 days prior to the proposed Annual General Meeting date.~~

Current: (4) Notice of any members' meeting, ~~including the call for submissions from the membership in clause 13(3) above,~~ is deemed to have been given to every member if, at ~~least two~~ weeks prior to such meeting, notice thereof is published in an issue of a newspaper customarily circulating in Kaslo and Area D, and is published a second time in the same way at least one week prior to the meeting, ~~and is posted~~ on ~~the~~ centrally located bulletin board in the village of Kaslo, Ainsworth, Argenta, Johnsons Landing, Cooper Creek, and Meadow Creek

Proposed: (4) Notice of any members' meeting is deemed to have been given to every member if **notice of the date, time and location of the meeting has been sent to every member of the Society who has provided an email address to the Society, by email to that email address, or where no email address exists the members physical mailing address, no later than three weeks before the meeting. Further, three** weeks prior to such meeting, notice thereof shall be published, **each week**, in an issue of a newspaper customarily circulating in Kaslo and Area D, **and on the Society's electronic website. In addition the Society shall endeavour to place a notice of the meeting** on a centrally located bulletin board in the Village of Kaslo, Ainsworth, Argenta, Johnsons Landing, Cooper Creek, and Meadow Creek.

Current: (5) Notice of proposed amendments to the constitution ~~and~~ bylaws shall be ~~mailed~~ to all members. ~~The notice shall be posted 3 weeks prior to the meeting at which the proposed amendments are to be considered.~~

Proposed: (5) Notice of **special resolutions, including copies of** proposed amendments to the constitution, **bylaws and the special resolutions** shall be **sent to a member at their electronic address, or in the absence of an electronic address to their physical mailing address in accordance with 13(4) above.**

(6) A special resolution requires the consent of 2/3 of the voting members present at a meeting.

Current: ~~14 The first annual general meeting of the Society must be held not more than 15 months after the date of incorporation and after that~~ an annual general meeting must 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.~~

Proposed: **14 An annual general meeting must be held at least once in every calendar year.**

Part 4 Proceedings at General Meetings

15 Special business is

- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
- (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;

(vi) the appointment of the auditor, if resolved by the members;
 (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

16 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
 (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 (3) A quorum is 10% of **the membership in good standing** ~~or a greater number that the members may determine at a general meeting.~~

17 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

18 Subject to bylaw 19, the president of the Society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

19 If at a general meeting

(a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 (b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.

20 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

21 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

(2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

22 (1) A member in good standing present at a meeting of members is entitled to one vote.

(2) Voting is by show of hands unless a majority of members present requests voting by secret ballot.

(3) Voting by proxy is not permitted.

~~23 In the event that a member chooses to abstain from voting at a meeting, that decision~~

~~shall count neither as a vote for nor as a vote against the motion, and a record of those abstaining shall be placed in the minutes along with those for and against when a decision is made to count a vote.~~

Part 5 Directors and Officers

~~23 (1) The president, vice president, secretary, treasurer and 5 other persons are the directors of the Society.~~

~~(2) The number of directors must be a maximum of 9, unless changed in accordance with the Societies Act or a greater or lesser number determined from time to time at a general meeting~~

(2) At their first meeting after an election the directors shall select and appoint a president, vice president, secretary, treasurer.

24 (1) The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to

(a) all laws affecting the Society,

(b) these bylaws, and

(c) rules, not being inconsistent with these bylaws, that are made from time to time by the Society in a general meeting.

(2) A rule, made by the Society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

25 (1) The term of a director shall be 2 years except where clause 26(3) applies.

(2) The directors' terms shall be staggered so that in alternating years first 3, and then 4 directors' positions will be up for election at the Annual General Meeting.

(3) Where the number of vacancies on the Board exceeds either 3 or 4 directors as required in 26(2) above, after the election, the length of term each newly elected director shall serve, so as to comply with 26(2) above, shall be determined by giving the newly elected director with the most votes first choice of length of term, and the one with the next highest number of votes the next choice and so on.

(4) One Director shall be appointed at the pleasure of the Village of Kaslo and one Director shall be appointed at the pleasure of the Regional District Director for Area D.

(5) There shall be no nominations from the floor or debate on the nominations at the Annual General Meeting

(6) A Director(s) election may be by acclamation; otherwise it must be by secret ballot. If an election is to be by secret ballot it shall be in accordance with the following procedures:

(i) The Board shall appoint a balloting committee to oversee a director(s) election in accordance with ~~Appendix 1 of~~ these bylaws;

(ii) Balloting shall be in person.

(7) When the number of candidates for office exceeds the number of vacancies, the Board shall appoint a balloting committee composed of:

i. Returning Officer, and

ii. The number of persons deemed necessary by the Returning Officer to operate the balloting procedures.

- (8) The Board shall supply the Returning Officer with written procedures that may be updated from time to time.
- (9) The Returning Officer shall cause ballots to be issued to members in good standing as they register for the AGM or election meeting, and shall also ensure that sufficient election workers are available to handout ballots, operate the election and conduct the count.
- (10) Members attaining good standing at the AGM or election meeting who are not on the voters list provided by the Returning Officer must provide proof of membership before receiving a ballot and the Returning Officer shall cause creation of a list of those members.
- (11) The Returning Officer shall create one voting station at the AGM or election meeting and shall have two election workers stationed at that voting station.
- (12) The Returning Officer will have the chair of the AGM or election meeting announce the time when the voting station is open and when it will close.
- (13) A member inadvertently spoiling their ballot while voting may return to the location where ballots are issued for another ballot. All spoiled ballots shall be kept in a separate envelope and handed over to the Returning Officer to be declared with the count.
- (14) Once the voting station is closed the Returning Officer and counters shall retire to a place to count the ballots and each candidate may have a scrutineer present to observe the count.
- (15) At no time may a scrutineer touch any of the ballots or verbally intervene during the count other than to answer questions put to them by the Returning Officer with regard to disputed ballots.
- (16) During the count, votes for each candidate shall be tabulated in blocks of up to 25 until the count for each candidate is complete and any disputed ballot shall be set aside.
- (17) Any disputed ballot shall then be examined by the Returning Officer who shall be the sole authority for designating the disposition of that ballot. In the event that a ballot remains in dispute, the Returning Officer shall place that ballot in a separate envelope with the name of the candidate disputing the ballot on the reverse side.
- (18) The Returning Officer shall then write down the results of the balloting on a reporting sheet, including the number of invalid, spoiled, disputed and rejected ballots, and transmit the results to the chair of the meeting. In the event that the AGM or election meeting has been adjourned, the Returning Officer shall transmit the results of the balloting to the chair of the Board.
- (19) Unless the number of disputed and rejected ballots equals or exceeds the numerical difference between an elected and an unelected candidate, the chair of the meeting or, if the meeting is adjourned, the chair of the Board shall then authorize that the balloting results be made known to the members. Thereafter the Returning Officer shall then ensure that results are posted ~~on the door of the ofce of the Society and~~ **at the electronic addresses** of the

Society, published in the appropriate printed media publication for Kaslo and Area D and ~~on Kaslo Cable or its successor~~. **filed in the binder at the Kaslo Library.**

(20) In the event that the number of disputed and rejected ballots equals or exceeds the difference between an elected and unelected candidate, the Returning Officer shall cause the ballots of those candidates to be recounted and shall then hold a meeting with the candidates concerned to determine a result.

(21) Failing being able to determine a result, the Returning Officer shall then declare the election between those candidates void and recommend to the chair of the Board that a new vote be ordered between those candidates not elected at a date and time to be determined by the Board, no less than 60 days after the original election date. Those candidates not affected by the voiding decision shall be deemed to have been elected and shall take up their term of office, with only the disputed vacancy or vacancies remaining unfilled.

(22) After an election, and upon ensuring that no candidate is going to dispute the election results, the Returning Officer shall ensure that all cast ballots are destroyed no later than 30 days after balloting day and that all unused ballots are returned to the Society. A candidate wishing to dispute the result of the balloting must do so in writing to the Returning Officer within 48 hours of the count being declared.

(23) The Returning Officer shall then ensure that all ballot boxes, etc are returned to the Society office or the place from whence they came, and shall submit a final written report ending his or her appointment for that election. The report shall include the procedures followed, the election results and other appropriate comments about the conduct of the election for future reference, including any proposed changes to the written procedures for the Returning Officer.

26 (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

(2) A director so appointed holds office only until the conclusion of the next annual general meeting of the Society, but may run for re-election at the meeting.

~~**27** (1) If a director resigns from his or her office or otherwise ceases to hold office, having completed less than 18 months of a 2 year term or 6 months of a 1 year term, the remaining directors must appoint a member to take the place of the former director.~~

~~(2) An act or proceeding of the directors is not invalid merely because there are fewer than the prescribed numbers of directors in office.~~

28 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

29 A director must not be remunerated for being or acting as a director, but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.

Part 6 Proceedings of Directors

30 (1) The directors may meet at the places they think fit to conduct business, adjourn and

otherwise regulate their meetings and proceedings, as they see fit.

(2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.

(3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.

(4) A director may at any time, and the secretary, on the request of a director, must convene a meeting of the directors.

31 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

(2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

32 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.

33 The members of a committee may meet and adjourn as they think proper.

34 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 constituted, if a quorum of the directors is present.

35 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 email, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

(a) a notice of meeting of directors is not required to be sent to that director, and

(b) any and all meetings of the directors of the Society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.

36 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.

(2) In the case of a tie vote, the chair does not have a second or casting vote, and the motion fails.

37 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

38 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.

Part 7 Duties of Officers

39 (1) The president presides at all meetings of the Society and of the directors.
 (2) The president is the chief executive officer of the Society and must supervise the other officers in the execution of their duties.

40 The vice president must carry out the duties of the president during the president's absence.

41 The secretary shall **be responsible for overseeing** the following:

- (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, **and**
- (d) ~~have custody of all records and documents of the Society except those required to be kept by the treasurer,~~
- (e) ~~have custody of the common seal of the Society,~~
- (f) maintain the register of members,

42 The treasurer must **ensure that the Society:**

- (a) keeps the financial records, including books of account, necessary to comply with the **Societies** Act, and
- (b) renders financial statements to the directors, members and others when required,
- (c) submits monthly financial reports, for approval by the directors, at regular monthly meetings, such reports being a record of revenue and expenditures and cash balances, and
- (d) presents to the directors no more than 3 months after the Society's™ year end, statements for review before presentation at the annual general meeting.

43 The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

44 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 Borrowing

45 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 the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

~~A debenture must not be issued without the authorization of a special resolution.~~

46 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 9 Auditor

47 This Part applies only if the Society is required or has resolved to have an auditor.

48 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.

49 At each annual general meeting the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

50 An auditor may be removed by ordinary resolution.

51 An auditor must be promptly informed in writing of the auditor's appointment or removal.

52 A director or employee of the Society must not be its auditor.

53 The auditor may attend general meetings.

Part 10 Notices to Members

54 A notice, other than notice of a members' meeting pursuant to clause 13(4), may be **sent given** to a member, ~~either personally or by~~ **at their electronic address, or in the absence of an electronic address** by mail to the member at the member's **physical mailing address**.

55 A notice sent by **electronic mail is deemed to have been given on the day the message is issued electronically, and in the case of physically mailing the notice by** ~~on~~ the seventh day following the day 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.

56 (1) Notice of a general meeting must be given to
(a) every member shown on the register of members on the day notice is given, and (b) the auditor, if Part 9 applies.

(2) No other person is entitled to receive a notice of a general meeting.

Part 11 Bylaws

~~**59** On being admitted to membership, each member is entitled to, and upon request the Society must give the member without charge, a copy of the constitution and bylaws of the Society.~~

57 The Society shall, at all times, keep posted and available an up-to-date copy of the constitution and bylaws at its electronic addresses, registered address and in a binder at the Kaslo Library.

58 A Member in good standing is entitled, upon providing not less than seven (7) days notice in writing to the Society, to physically inspect any of the following documents and records of the Society at the Registered Address of the Society during normal business hours:

(a) the Constitution and these Bylaws, and any amendments thereto;

(b) the statement of directors and registered office of the Society;

(c) minutes of any General Meeting, including the text of each resolution passed at the meeting;

- (d) resolutions of the Voting Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Society;
- (j) the written consents of Directors to act as such; and
- (k) the disclosure of a Director or senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Registered Address of the Society, to inspect any other document or record of the Society and the Board may allow the Member to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents to which a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed by the Act.

59 ~~The constitution and bylaws and Appendix 1 to these bylaws~~ must not be altered or added to except by special resolution.