

BYLAWS
of
Hunters for British Columbia

ADOPTED August 23, 2022

Table of Contents

ARTICLE I – NAME & OFFICES	2
ARTICLE II - MEMBERSHIP & VOTING	2
ARTICLE III - MEETINGS	3
ARTICLE IV – BOARD OF DIRECTORS	4
ARTICLE V - OFFICERS	6
ARTICLE VI - AGENTS & REPRESENTATIVES	7
ARTICLE VII - CONTRACTS	7
ARTICLE VIII - ADVISORY COMMITTEES	8
ARTICLE IX - FISCAL YEAR	8
ARTICLE X - FUNDS	8
ARTICLE XI - PROHIBITION AGAINST PRIVATE INUREMENT	8
ARTICLE XII - BORROWING POWERS	9
ARTICLE XIII - BYLAWS	9

ARTICLE I - Name & Offices

1. **Name.** The name of this Society is *Hunters for British Columbia*.
2. **Offices.** The principal office of the Society shall be in 5070 MacKinnon Road, Peachland, BC V0H 1X2
3. **Organization.** The Society shall conform to such practices, policies, and procedures as the Board may from time to time prescribe. The Society shall further govern itself in accordance with the laws of the Province of British Columbia.

ARTICLE II - Membership & Voting

1. **Members.** The membership of the Society shall include individuals and businesses who subscribe to the constitution of the Society, apply for, and are granted membership.
 - i. **Application for membership.** A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.
 - ii. **Membership Categories.** There shall be three categories of membership in the Society:
 - a. Individual;
 - b. Lifetime Individual;
 - c. Business.
 - iii. **Individual Members.** Individual Members shall be open to persons who:
 - a. have applied for Individual Membership and provided all required information in the form prescribed by the Board;
 - b. have paid any prescribed annual membership fee; and
 - c. have been granted membership.
 - iv. **Lifetime Individual Members.** Lifetime Members shall be open to persons who:
 - a. have applied for Lifetime Membership and provided all required information in the form prescribed by the Board;
 - b. have paid any prescribed membership fee; and
 - c. have been granted membership.
 - v. **Business Members.** Business Members shall be open to businesses who:
 - a. have applied for Business Membership and provided all required information in the form prescribed by the Board;
 - b. have paid any prescribed annual membership fee; and
 - c. have been granted membership.
 - vi. **Terms.** Membership terms shall be set by the Board. Membership terms, excepting Lifetime Members, shall renew on the anniversary date of the original membership approval date. If a membership is not renewed within 30 days of the renewal date, a new application for membership must be made.
2. **Fees.** Membership fees shall be determined by the Board and collected and distributed pursuant to practices, policies, and procedures as the Board may from time to time prescribe.
3. **Cause for Termination.** A member who makes false statements on his membership application or those whose conduct is deemed detrimental to the principles of this organization may be expelled from Society membership by vote of a majority of the Board of Directors. The Board of Directors shall have authority, but not an obligation, to set up a hearing procedure on any contested termination of membership.
4. **Resignation and Reinstatements.** A member may resign by filing with the Secretary his written

resignation. Dues paid by him in advance shall not be refunded or pro-rated. Such resignation shall not relieve the resigning member of the obligation to pay dues, fees or special assessments which have accrued up to the date of such resignation and which are unpaid. Reinstatement of a former member shall be made in the same way that an applicant for membership may be accepted; however, such applicant for reinstatement shall, as a condition to his reinstatement, be required to pay all dues, fees and special assessments which were previously due and unpaid by him at the time of his prior resignation.

5. Voting Member Rights.
 - i. The following members, who are also known as the Voting Members of the Corporation:
 - a. Individual members,
 - b. A single duly appointed representative of a Business Membership,
 - c. Lifetime Individual members,
 - ii. shall, 30 days after granting membership, when in good standing, have the right to:
 - a. be eligible for election or appointment as a Director, Officer or Committee member if over the age of 18 years of age;
 - b. have the right to receive notices, attend general meetings when any required registration fee has been paid, make motions, speak in debate, and shall have a single voting privilege on each question;
 - c. have the right to receive notices and shall have a single voting privilege on each question; and
 - iii. unless any rights have been suspended pursuant to the Bylaws or regulations.
6. Voting. At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two (2) or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot. Voting may be conducted through electronic means, as long as all participating Members can simultaneously hear each other during the meeting and speak in debate.
7. Member not in good standing. A member is not in good standing if they fail to pay the annual membership fees, or any other fees owed to the Society, and is not in good standing for so long as those funds remain unpaid.
8. Member not in good standing may not vote. A voting member who is not in good standing
 - i. may not vote at a general meeting, and
 - ii. is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.
9. Termination of membership if Member not in good standing. A person's membership in the Society is terminated if the person is not in good standing for three (3) consecutive months.

ARTICLE III - Meetings

1. Annual Meeting and Order of Business. An annual meeting of the members shall be held each year. The order of business shall be: (a) minutes (b) Treasurer's report (c) review by the President of the activities of the Board of Directors and Officers for the same period (d) election of Directors per Article IV & V of these By-laws (e) such other new and old business as may properly come before this meeting.
2. General Membership Meetings. A regular meeting of the members shall be held at least 3 (three) times per year. The Secretary shall give each member written notice of the time and place of each regular meeting at least seven (7) days before the date scheduled for the meeting.

3. Special Meeting. The Board of Directors may call a special meeting of the members for any purpose it deems appropriate. Written notice, including a call of the special meeting, shall state the date, time, and place of the holding thereof and shall be delivered personally or by mail to each member entitled to vote at such meeting at least seven (7) days before the date of the meeting. If mailed, the notice shall be deemed to be delivered the day after it is deposited at Canada Post addressed to the member at his address appearing on the organization's records, with postage thereon duly paid. Every member entitled to vote may vote in person. Each member shall have one vote, and all matters shall be determined by a majority of the votes cast.
4. Address Corrections. It shall be the duty of each member to give the Secretary, in writing, the member's corrected address and any changes thereof. Any notice required by these By-laws to be given to a member shall be sufficient if mailed to such member at the address furnished.
5. Recommendations to Directors. At any meeting of the members, they may make recommendations to the Board of Directors by a majority of those present entitled to vote. The Directors shall not be bound by such recommendations, but shall give them careful and unbiased consideration, and shall report to the membership at the next regular meeting what action, if any, was taken.
6. Action by Members. Action by members on any matter may be taken only at a regular or special meeting. The vote of a majority of the regular members with a quorum present at the time of the vote shall be the act of the membership, unless a greater percentage of votes on any question is required by these By-laws.
7. Quorum of Members. A quorum shall be constituted as follows: At a regular or special meeting, properly noticed, a minimum of 15 (fifteen) members.

ARTICLE IV - Board of Directors

1. Powers. The Board shall have general charge of the affairs, property, and assets of the Society. It shall be the duty of the directors to carry out the aims and purposes of the Society and, to this end, to manage and control all of its property and assets.
2. Number. With the exception of the Board acting within the first year of operations, the number of directors shall be no less than 4 and no more than 11. The number of directors may be increased or decreased by a majority vote of the Board at any annual or special meeting called for that purpose. If the number of directors is decreased by the Board, each director in office shall serve until his or her term expires or until his or her resignation or removal as herein provided. If the number of directors is increased by the Board, each new position on the Board shall be treated as a vacancy.
3. Term. Each director shall serve for a term of two years.
4. Election of Successor Directors. Succeeding directors shall be elected by members in good standing at the annual general meeting of the Society in the year a vacancy will occur by way of secret ballot.
5. Resignation. Any director may resign at any time by giving written notice of such resignation to the Board.
6. Removal. Any director may be removed from office, with or without cause, by a majority vote of the directors then serving at any annual or special meeting called for that purpose.
7. Vacancies. Any vacancy in the Board, including a vacancy created by an increase in the number of directors, may be filled by a majority vote of the remaining directors, though less than a quorum, or by the sole remaining director. Any director so elected shall hold office until the next annual meeting of the Board or until the election and qualification of his successor.
8. Annual General Meeting. The annual meeting shall be held each year at such time and location as

specified by the President, or in the absence of action by the President, as set forth in the notice given, or waiver signed, with respect to such meeting. The AGM shall not be held less than 6 months after the Fiscal Year End and not more than 15 months after the last Fiscal Year End. At the annual meeting, the members in good standing of the Society shall elect the new Board. The Board shall also transact such other business as may be properly brought before the meeting. If for any reason any annual meeting is not held during the time period set forth above, a deferred annual meeting may thereafter be called and held in lieu thereof, at which the same proceedings (including the election of directors) may be conducted. Any director elected at any annual meeting, deferred annual meeting, or special meeting shall continue in office until the election of his successor, subject to his or her earlier resignation or removal.

9. Regular Meetings. The Board may provide by resolution the date, time, and place for the holding of regular meetings, without other notice than such resolution.
10. Special Meetings. Special meetings of the Board may be called by the President or the Vice-President and must be called by them on the written request of a majority of the then serving directors of the Board.
11. Notices of Meetings. Written notice of the date, time, and place of each meeting of the Board shall be given to each director by the Secretary or the person or persons calling the meeting not more than sixty (60) days nor less than seven (7) days before such meeting. Such notice need not specify the purposes of the meeting and may be given by any reasonable means. Notice of any meeting shall be considered given if forwarded personally, mailed, faxed, emailed or otherwise sent or delivered in writing to the director at his or her address or fax number specified in the records of the Society. The giving of notice shall be deemed to be waived by any director who shall attend and participate in such meeting without protesting, prior to or at the commencement of such meeting, the lack of proper notice may be waived, in writing, by any director either before, at or after such meeting.
12. Conduct of Meetings. Unless otherwise prohibited by statute or by resolution of the Board, meetings of the Board, whether annual, regular, or special, may be held by means of conference telephone or similar communications equipment that allows all persons participating in the meeting to hear each other. Participation in such a meeting shall constitute presence in person at such meeting.
13. Chair. At all meetings of the Board, the President, or in his or her absence the Vice- President, or in their absence a chairman chosen by a majority of the directors present, shall preside.
14. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business.
15. Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board or of any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all directors then in office or committee members, as the case may be. Such consent may be executed in counterparts and shall have the same effect as a unanimous vote of the directors or committee members of the Society at a duly convened meeting. The writing or writings evidencing such action taken without a meeting shall be filed with the Secretary of the Society and inserted in the permanent records relating to meetings of the directors.
16. Committees of the Board. The Board may, from time to time, create an executive committee of the Board and other committees of the Board as it deems necessary. The Board may delegate to any such committee which consists solely of Board members any of the authority of the Board, except in reference to the following matters: (a) filling vacancies on the Board or on any committee of the Board; (b) adoption, amendment or repeal of Bylaws; or (c) fixing compensation of directors. Any such committee to which authority is delegated shall consist of at least 3 directors. Each such committee shall serve at the pleasure of the Board, shall act only in the intervals between meetings of the

Board, and shall be subject to the control and direction of the Board; provided however that any third party shall not be adversely affected by relying upon any act by any such committee within the authority delegated to it. Each such committee shall act by not less than a majority of the whole authorized number of its members.

17. Voting. At any meeting of the directors, every director entitled to vote may vote in person. Each director shall have one vote. Except as otherwise required by law, all matters shall be determined by a majority of the votes cast.
18. Remuneration. Directors shall not receive any remuneration for their services as such. Nothing herein shall be construed to prevent any director from serving the organization in any other capacity and receiving remuneration, therefore. No director shall use their position to obtain personal benefits.

ARTICLE V - Officers

1. Number. The officers of the Society shall, at a minimum, include a President of the Board, Vice-President, Secretary and Treasurer. The Board, in its discretion, may also choose other officers as the Board deems necessary. No two of the said offices may be held by the same person.
2. Appointment, Term, and Qualifications. The officers shall be appointed annually by the Board at its annual meeting. The persons appointed to serve as President of the Board, Vice President, Secretary, and Treasurer shall be directors, but the other officers, if any, need not be directors. There is no limit as to the number of terms an officer may serve.
3. Removal. Any officer may be removed from office by a majority vote of the full Board whenever in the judgment of the directors the best interests of the Society will be served by the removal.
4. Vacancies. In case any office of the Society becomes vacant for any reason, the vacancy may be filled by a majority vote of the directors then in office, although less than a quorum, or by the sole remaining director. Any officer so elected shall hold office until the next annual meeting of the Board and until his successor is elected and qualified.
5. President. The President shall, subject to the control of the Board, have general supervision of the business of the Society and shall see that all orders and resolutions of the Board are carried into effect. The President shall execute all bonds, mortgages, contracts, and other instruments of the Society, except where required or permitted by law to be otherwise signed and executed and except that the other officers of the Society may sign and execute documents when so authorized by these Bylaws, the Board, the President of the Board, or the Vice-President. The President of the Board shall preside at all meetings of the Board. The President also shall perform such other duties and have such other powers as from time to time may be assigned to him or her by these Bylaws, or by the Board.
6. Vice President. At the request of the President or in his or her absence or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board from time to time may prescribe. If there is no Vice President, the Board shall designate the officer of the Society who, in the absence of the President or in the event of the inability or refusal of the President to act, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Except whereby law the signature of the President is required, the Vice-President shall possess the same power as the President to sign all contracts, certificates and other instruments of the Society that may be authorized by the Board.
7. Secretary. The Secretary shall attend all meetings of the Board and record all the proceedings at the meetings in a book or books to be kept for that purpose. The Secretary also shall perform like duties

for the standing committees when requested by the committees. The Secretary shall give, or cause to be given, notice of all meetings of the Board, and shall perform such other duties as may be prescribed by the Board, the President of the Board or the Vice-President, under whose supervision he or she shall be. If the Secretary shall be unable or shall refuse to cause to be given notice of all meetings of the Board then either the President of the Board or the Vice- President may choose another officer to cause such notice to be given. The Secretary shall have custody of the seal of the Society and the Secretary shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the signature of the Secretary. The Board may give general authority to any other officer to affix the seal of the Society and to attest the affixing by his or her signature. The Secretary shall see that all books, reports, statements, certificates and other documents and records required by law to be kept or filed are properly kept or filed, as the case may be.

8. Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Society and shall deposit all moneys and other valuable effects in the name and to the credit of the Society in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Society as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Board, at its regular meetings, and when the Board so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Society. If required by the Board, the Treasurer shall give the Society a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his or her office and for the restoration to the Society, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Society.
9. Other Officers. Such other officers as the Board may choose shall perform such duties and have such powers as from time to time may be assigned to them by the Board. The Board may delegate to any other officer of the Society the power to choose such other officers and to prescribe their respective duties and powers.
10. Remuneration. No Officer may receive remuneration for his/her services.
11. Reimbursement by Officers. Any payments made to an officer of the Society incurred by him or her, which shall be disallowed in whole or in part as a proper or deductible expense by the Canadian Revenue Agency, shall be reimbursed by such officer of the Society to the full extent of such disallowance. In lieu of payment by the officer, subject to the determination of the directors, proportionate amounts may be withheld from his or her future compensation payments until the amount owed to the Society has been recovered.

ARTICLE VI - Agents & Representatives

The Board may appoint such agents and representatives of the Society with such powers and to perform such acts or duties on behalf of the Society as the Board may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

ARTICLE VII - Contracts

The Board may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to a specific instance; provided, however, that unless authorized by the Board, no officer or agent shall have any power or authority to bind the Society by any contract.

ARTICLE VIII - Advisory Committees

1. **Appointment of Committees.** The Board may create one or more advisory committees. Each such committee may consist of any number of persons who are not directors and who the Board deems appropriate to serve on such committee, provided that at least one director shall be a member of each such committee. The Board at any time may appoint additional members thereto. The members of any such committee shall serve at the pleasure of the Board. Such advisory committees shall advise with and aid the officers and directors of the Society in all matters designated by the Board. Each such committee may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.
2. **Committee Changes.** The Board, with or without cause, may dissolve any committee or remove any member thereof at any time. The Board shall also have the power to fill vacancies in any committee.
3. **Compensation.** The members of any advisory committee shall not receive any compensation for their services as such. Nothing herein shall be construed to prevent any committee member from serving the organization in any other capacity and receiving compensation therefore.

ARTICLE IX - Fiscal Year

1. The fiscal year of the Society shall commence on the first day of March of each year and end on the twenty eighth (twenty-ninth) day of February.

ARTICLE X - Funds

1. **Contributions.** Contributions may be made to this Society by organizations and individuals. The Board may accept on behalf of the Society any contribution for the general purposes of the Society or for any specific purpose consistent with the purposes of the Society. A separate accounting may, by resolution of the Board, be kept of all funds received and designated by the donor for a specific purpose. The Board may reject any contribution not consistent with the Society's purposes.
2. **Records.** The directors shall establish such permanent record of each contribution as may be necessary to make a memorial thereof and to substantiate tax records of the Society. A permanent record shall be kept of all transactions of funds received and spent by the Society.
3. **Financial Statements. The accounts and records of the Society shall be reviewed at least once each year by an independent individual(s) appointed by the Board. The financial statements will be reviewed by the Board and shall be presented by the Treasurer at the Annual Meeting. The financial records may be inspected by any member of the chapter at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Treasurer having charge of same. Each member of the Board shall at all times have access to all financial records.**

ARTICLE XI - Prohibition Against Private Inurement

1. **Net Earnings.** No director, officer, member of a committee of the Society, or any other private individual shall receive at any time any of the net earnings or pecuniary profit of the Society, except that the Society can pay reasonable compensation for services rendered.
2. **Dissolution.** No director, officer, member of a committee of the Society, or any other private individual shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Society. All directors of the Society shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Society, whether voluntary or involuntary, all of the assets of the Society remaining after all debts have been satisfied shall be

distributed exclusively for the tax exempt purposes of the Society to an eligible charitable group or purposes or transferred in trust to a municipality until such time as the assets can be transferred from the municipality to an approved charitable group or purpose.

ARTICLE XII - Borrowing Powers

1. Borrowing Powers. For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

ARTICLE XIII - Bylaws

1. Amendments. The Bylaws may be rescinded, altered or added to by a Special Resolution of the membership at a general meeting. Members will be given 21 days or more notice of the meeting. At this meeting, a minimum of 75% (3/4th) of the members must vote in favor of the Special Resolution.