

BYLAWS

OF THE

H4BC HUNT.GATHER.CONSERVE. SOCIETY

(the "Society")

Table of Contents

PART 1 DEFINITIONS AND INTERPRETATION.....	1
Definitions.....	1
Definitions in Act Apply	1
Conflict with Act or Regulations.....	1
Standard Interpretation	2
PART 2 NAME OF THE SOCIETY	2
PART 3 PURPOSE.....	2
PART 4 MEMBERSHIP.....	2
Categories of Membership.....	2
Voting Member Rights	2
Non-Voting Member Rights	2
Member in Good Standing.....	3
Receive Benefits	3
Constitution and Bylaws.....	3
Dues	3
Terms	3
Termination	3
Expulsion.....	3
Resignation of Member.....	3
Transferability.....	4
PART 5 BOARD OF DIRECTORS	4
Composition of the Board	4
Authority of the Board	4
Delegation of Authority.....	4
Election of Directors and Terms.....	4
Appointment of an Additional Director	4
Eligibility.....	5
Ceasing to Hold Office	5
Vacancies on the Board.....	5
Authority and Duties of the Directors.....	5
Regular Meetings.....	5
Special Meetings.....	6
Notice.....	6
Quorum.....	6
Method of Meeting	6
Conflict of Interest.....	6
Valid Contracts.....	6
Duties and Responsibilities of the Board.....	6
Electronic Board Resolutions	7
Board Compensation.....	7
PART 6 NOMINATIONS AND ELECTIONS	7
Nominations	7
Elections.....	8
PART 7 OFFICERS	8
Officers.....	8
Election of Officers and Terms of Office.....	8

Eligibility for Officer Election	8
Duties of the President.....	8
Duties of the Vice-President	9
Duties of the Secretary	9
Duties of the Treasurer	9
Authority and Duties of the Officers.....	9
Ceasing to be an Officer	9
Filling Officer Vacancies.....	9
PART 8 GENERAL MEETINGS OF MEMBERS	10
General Meetings	10
Annual General Meetings.....	10
Notice of General Meetings	10
Quorum.....	10
Methods of Voting.....	11
Proxy Voting.....	11
Matters Decided by Ordinary Resolution	11
Mail or Electronic Votes	11
PART 9 COMMITTEES	11
Board May Establish Committees	11
Executive Committee	11
Appointment of Committee Members.....	12
Vacancies	12
Call of Meetings.....	12
Quorum.....	12
Meetings of Standing and Special Committees.....	12
President’s Ex-Officio Committee Membership.....	12
PART 10 SENIOR MANAGER AND EMPLOYEES	12
Senior Managers.....	12
Employees.....	12
PART 11 DICIPLINE	12
Offenses in a Meeting	12
PART 12 INDEMNIFICATION	13
Indemnities	13
PART 13 DISSOLUTION	13
Commencement of Dissolution	13
Distribution of Property on Dissolution.....	13
PART 14 PARLIAMENTARY AUTHORITY	13
PART 15 BYLAWS.....	13
Constitution and Bylaws.....	13
Amendment of the Bylaws.....	13
PART 16 FINANCES, BORROWING, AND RECORDS	14
Fiscal Year	14
Deposit of Funds.....	14
Borrowing Power.....	14
Signing Authority	14
Records Inspection	14

PART 1 DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

- a) **“Board”** means all of the directors acting as authorized by the Constitution and the Bylaws in managing, or supervising the management of, the activities and internal affairs of the Society and exercising the powers of the Society;
- b) **“Board Resolution”** means an act, decision, or otherwise any exercise of discretion and power of the Board;
- c) **“Bylaws”** means the Bylaws of the Society;
- d) **“Constitution”** means the Constitution of the Society;
- e) **“Incapacitated”** means, with respect to any individual, the condition that will be deemed to exist where either:
 - i. such individual has been declared by a court of competent jurisdiction to not be mentally competent to handle that individual’s own legal affairs and such declaration has not, at the relevant time, been revoked; or
 - ii. such individual’s physician is of the opinion that, at the relevant time, such individual’s ability to handle their own legal and financial affairs is significantly impaired by reason of accident, illness, disability or age or otherwise, and such impairment is likely to continue;
- f) **“individual”** means a natural person, a human being;
- g) **“member”**, in relation to the Society, means:
 - i. a person who becomes, in accordance with these Bylaws, a member of the Society and who remains a member of the Society;
- h) **“ordinary resolution”** means either of the following:
 - i. a resolution passed at a general meeting by a simple majority of the votes cast by the voting members; or
 - ii. a resolution consented to in writing, after being sent to all of the voting members, by at least 2/3 of the voting members;
- i) **“qualified recipient”** means a qualified recipient as defined in section 1 of the Societies Act;
- j) **“Regulations”** means and includes the Societies Act Societies Regulation and any other regulations which may be made by the Lieutenant Governor in Board pursuant to the Societies Act;
- k) **“Societies Act”** means the Societies Act, SBC 2015, c 18 as amended from time to time or any successor statutes;
- l) **“special resolution”** means either of the following:
 - i. a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members; or
 - ii. a resolution consented to in writing by all of the voting members.

Definitions in Act Apply

1.2 The definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws.

Conflict with Act or Regulations

1.3 If there is a conflict between these Bylaws and the Societies Act or the Regulations, the Societies Act or the Regulations prevail.

Standard Interpretation

- 1.4 For the purposes of interpretation and construction of these Bylaws, the singular shall mean and include the plural and vice versa and any gender shall mean and include all the genders and any references to a person, or persons shall include a corporation or corporations or any other body corporate or incorporated entity or entities save and except where the contrary intention appears. The titles and subtitles of these Bylaws are inserted and included for the purposes of convenience only and shall not be used in the interpretation or construction of these Bylaws.

PART 2 NAME OF THE SOCIETY

- 2.1 The name of the organization is H4BC Hunt.Gather.Conserve. Society (the "Society"), registered under the Societies Act SBC 2015.

PART 3 PURPOSE

- 3.1 The purpose of the Society is to actively promote, support, and advocate for responsible conservation and management of British Columbia's wildlife and natural resources.

PART 4 MEMBERSHIP

Categories of Membership

- 4.1 The membership of the Society shall include individuals and businesses who subscribe to the purposes of the Society, apply for a membership, and are granted membership.
- 4.2 Notwithstanding anything to the contrary, a person shall not be admitted as a voting member if the individual is incapacitated.
- 4.3 The Society shall have the following classes of membership:
- a) Individual membership
 - b) Lifetime Individual membership
 - c) Business membership
 - d) Junior membership
- 4.4 Individual Members
Individual membership is open to persons who:
- a) is over 18 years of age,
 - b) have made an application to become an Individual Member and provided all required information in a form prescribed by the Board,
 - c) have paid any membership fee as prescribed by the Board, and
 - d) have been approved by the Board.
- 4.5 Lifetime Individual Members
Lifetime Individual membership is open to persons who:
- a) is over 18 years of age,
 - b) have made an application to become a Lifetime Individual Member and provided all required information in a form prescribed by the Board,
 - c) have paid any membership fee as prescribed by the Board, and
 - d) have been approved by the Board.
- 4.6 Business Members
Business membership is open to persons who:

- a) have made an application to become a Business Member and provided all required information in a form prescribed by the Board,
- b) have paid any membership fee as prescribed by the Board, and
- c) have been approved by the Board.

4.7 Junior Members

Junior membership is open to persons who:

- a) is under 18 years of age,
- b) have made an application to become a Junior Member and provided all required information in a form prescribed by the Board,
- c) have paid any membership fee as prescribed by the Board, and
- d) have been approved by the Board.

Voting Member Rights

4.8 The following categories of membership are voting members of the Society:

- a) Individual members
- b) Lifetime Individual members
- c) Business members

4.8 Business members must assign one individual as their voting representative and are only entitled to a single voting privilege on each question at a general meeting of the Society.

4.8 The persons who are members in good standing thirty (30) days prior to a general meeting of the Society shall have the right to:

- a) be eligible for election or appointment as a director or Officer if the person is over 18 years of age,
- b) be eligible to be appointed as a committee member, and
- c) receive notices, attend, speak in debate, and have a single voting privilege on each question at a general meeting of the Society.

4.9 The persons who are not members in good standing thirty (30) days prior to a general meeting of the Society shall have the right to:

- a) be eligible for appointment as a committee member, and
- b) receive notices, attend, but not vote at the general meetings, speak in debate, or have any voting privilege at a general meeting of the Society.

Non-Voting Member Rights

4.10 The following categories of membership are non-voting members of the Society:

- a) Junior members

4.11 The persons who are members in good standing thirty (30) days prior to a general meeting of the Society shall have the right to:

- a) be eligible for appointment as a committee member, and
- b) receive notices, attend, but not speak in debate, nor have any voting privilege at a general meeting of the Society.

4.12 The persons who are not members in good standing 30 days prior to a general meeting of the Society shall have the right to:

- a) be eligible for appointment as a committee member, and
- b) receive notices, attend, but not speak in debate, nor have any voting privilege at a general meeting of the Society.

Member in Good Standing

- 4.10 All members are in good standing except a member who has failed to pay their current annual membership fee, or any other debt owed to the Society beyond thirty (30) days (exception: if the debt is incurred between February 1 and the last day of February, it must be paid by the last day of February). All debts must be paid by the last day of February of the current year. The member is not in good standing so long as the debt remains unpaid.
- 4.11 Only members in good standing are entitled to any member rights or receive or consent to a resolution of the members in writing, whether an ordinary resolution or a special resolution.

Receive Benefits

- 4.12 Members of the Society shall not be entitled to receive any benefits or perceived benefits in accordance with the Income Tax Act (Canada), such as income from the Society or to otherwise participate in the profits of the Society.

Constitution and Bylaws

- 4.13 Every member must uphold the Constitution of the Society and comply with these Bylaws.

Dues

- 4.14 The Board shall determine the annual membership dues payable by the members, or any other contributions required to become a member, or to retain membership.

Terms

- 4.15 Membership terms shall be set by the Board. Membership terms, except Lifetime Individual members, shall renew on the anniversary date of the original membership application date of approval.
- 4.16 If a membership is not renewed within thirty (30) days of the renewal date, a new application for membership must be made.

Termination

- 4.17 A person's membership in the Society shall terminate in accordance with section 69 of the Societies Act.

Expulsion

- 4.18 A member may be expelled if any of the following events occur:
- a) the member makes a false statement on their membership application, or
 - b) the Board deems, in its absolute discretion, that the member's behaviour is detrimental to the purpose, principles, or reputation of the Society.
- 4.19 Before a member of the Society can be expelled, they must be sent written notice of the expulsion, including reasons, and provided a reasonable opportunity to represent their case to the Board prior to any vote to expel.
- 4.20 A member may be expelled by a two-thirds vote of the Board following a meeting of the Board.

Resignation of Member

- 4.21 A member of the Society who wishes to resign must provide a written resignation to the Society demonstrating that it has come from the member and indicate the effective date of such resignation.

Transferability

4.22 A membership is not transferable.

PART 5 BOARD OF DIRECTORS

Composition of the Board

- 5.1 The Board of Directors shall consist of:
- a) a minimum of four (4) and a maximum of eleven (11) Directors, and
 - b) at least two-thirds of the directors must be ordinary residents of British Columbia.
- 5.2 The Board may appoint non-voting advisors to the Board to assist the Board in carrying out its duties. Advisors to the Board will be eligible to attend Board meetings at the direction and request of the Board.

Authority of the Board

- 5.3 The Board is the sole governing authority of the Society. The Board shall, in the name of and on behalf of the Society:
- a) exercise the rights, powers, and privileges and carry out the duties of the Board under the Bylaws,
 - b) manage, or supervise the management of, and conduct the activities, and
 - c) manage the business and affairs.
- 5.4 The Board may adopt any rules and regulations which define how the Society is governed.

Delegation of Authority

- 5.5 The Board may delegate some of its decision-making authority to an executive committee, except the power to make bylaws, and at any time may revoke such delegation.

Election of Directors and Terms

- 5.6 Directors shall be elected by the voting members of the Society.
- 5.7 Terms of the Directors shall be staggered. Each elected position on the Board shall be assigned a number and the election of the Directors shall follow a two (2) year rotation.
- 5.8 Directors shall serve for a term of two (2) years and shall continue until after the expiry of the term or until their successors are elected.
- 5.9 Individuals serving on the Board are eligible to run for election and if elected, serve multiple consecutive terms.
- 5.10 If a Director is appointed by the Board to fill a vacancy on the Board, an election shall be held at the next annual election of Directors for that Director position for the unexpired term of the position.
- 5.11 At the next annual election, an election for any Director position will be held for the unexpired term of the Director position being elected.

Appointment of an Additional Director

- 5.12 The voting members may, in their absolute discretion, at a general meeting with notice or at a special meeting called for that purpose, appoint, by a majority vote, an individual as an additional Director at any time, provided that the number of Directors does not exceed the maximum allowable number of Directors.

Eligibility

- 5.13 A candidate for election as a Director shall:
- a) be natural person who is 18 years of age or older,
 - b) be a Voting Member of the Society who is in good standing,
 - c) not have any past due amounts owing to the Society,
 - d) not be involved in any legal proceeding against the Society, its Directors, employees, or committee members,
 - e) not be the subject of a certificate or order issued under any mental health Act or is deemed to be incapable of serving as a Director, and
 - f) not have been convicted of an indictable offense to which a pardon has not been granted or issued.

Ceasing to Hold Office

- 5.14 A Director of the Society ceases to be a Director of the Society and a vacancy shall be created when:
- a) the Director ceases to be qualified to serve as a Director in accordance with section 44 of the Societies Act,
 - b) the Director ceases being eligible for election as a Director,
 - c) the Director becomes Incapacitated,
 - d) the Director dies,
 - e) the Director submits a written resignation delivered to any Officer of the Board, and indicates the effective date of such resignation, or
 - f) any member of the Board may be removed with or without cause by:
 - i. a majority vote of the Directors in office, if the Director was elected or appointed by the Directors,
 - ii. a vote of two-thirds of the Directors in office, if the Director was elected or appointed by the Members, or
 - iii. by special resolution of the members, if the Director was elected or appointed by the Members.
- 5.15 Any Director removed from the Board is not eligible to stand for re-election until the next regular Director election.

Vacancies on the Board

- 5.16 When an elected Director vacancy occurs, the Board may, at their absolute discretion, at a meeting of the Board with notice or at a special meeting of Board called for that purpose, appoint a person, by a majority vote, to fill the vacancy, provided the person is eligible for election on the Board.

Authority and Duties of the Directors

- 5.17 No Director shall have any authority to act on behalf of the Society except as may be authorized in these Bylaws, the rules, and regulations, and as may be authorized, instructed, or delegated by the Board.
- 5.18 Every Director shall exercise the powers and discharge the duties of the office of Director honestly and in good faith.

Regular Meetings

- 5.19 The Board shall hold at least six (6) regular meetings during the year at a time and means as determined by the Board.

5.20 A Directors' meeting may be called by the President or by any two (2) Directors.

Special Meetings

5.21 The Board shall meet when any member of the Board gives notice of a meeting to the other members of the Board specifying the purpose of the special meeting, specifically describing the subject matter of the motion(s) or item(s) of business to be considered at the special meeting, and the only business that can be transacted is that which has been specified in the calling of the meeting.

Notice

5.22 Every member of the Board must be given at least seven (7) days' notice of regular Directors' meetings and two (2) days notice of special meetings of the Board unless all the Directors waive the notice requirements entirely.

5.23 The accidental omission to give notice of a Board meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

5.24 Members of the Board shall be notified of meetings of the board in writing or by electronic means.

5.25 In calculating the number of days of notice of a meeting of the Board, the day on which the notice is given shall be excluded and the day of the meeting shall be included.

Quorum

5.26 A majority of the voting members of the Board shall constitute a quorum necessary to transact business at any meeting of the Board.

Method of Meeting

5.27 A meeting of the Board may be held by any means of communication where all the Directors can participate simultaneously in the meeting.

Conflict of Interest

5.28 Every Director shall make full disclosure of any potential conflict of interest and any direct or indirect relationships they may have with the Society either contractual, financial or employment related in accordance with section 56 of the Societies Act.

Valid Contracts

5.29 If a material transaction is entered into between the Society and one or more of its Directors, or between the Society and another Person of which a Director of the Society is a Director or Officer or in which they have a material interest:

a) any contract or transaction is neither void or voidable by reason only of the relationship, or by reason only that a Director with an interest in the contract or transaction is present or is counted to determine the presence of a quorum at a meeting of the Board that authorized the contract or transaction, and

a Director or former Director of the Society who gains financially as a result of the contract or transaction is not liable to the Society for that gain by reason only of holding office as a Director if the Director disclosed their interest in accordance with the Bylaws and the contract or transaction was approved by the Board and it was reasonable and fair to the Society at the time it was approved.

Duties and Responsibilities of the Board

5.30 The Board shall carry on the day-to-day business and affairs of the Society, and must:

- a) maintain a registered address of the Society, in British Columbia, under such manner, terms and conditions that the Board shall decide,
- b) keep complete and approved minutes of motions and action items from all Board meetings and general meetings in the manner prescribed in the Society's parliamentary authority,
- c) implement and maintain financial accounting systems and procedures, and the recording of all financial transactions of the Society,
- d) cause financial statements to be prepared using Generally Accepted Accounting Principles,
- e) review and approve the year-end financial statements of the Society and make copies of these statements available to members of the Society within six (6) months of the year-end,
- f) consider and approve, as may be amended throughout the year, an annual budget prior to the beginning of the fiscal year, containing the anticipated revenues, expenses, and capital expenditures for the upcoming fiscal year,
- g) only make any operating or capital expenditures approved within the approved annual budget or by resolution of the Board,
- h) set all dues, fees, interest rates, and such other charges as the Board may decide,
- i) determine, by resolution from time to time, the way an Officer or Officers shall sign cheques, drafts, notes, and other instruments and documents, including banking forms and authorities not required to be under corporate seal,
- j) at all times, keep and maintain in force, insurance as deemed appropriate by the Board.

The Board may,

- k) at least once a year, cause the books and accounts of the Society to be reviewed by a committee or by an independent individual(s) deemed qualified by the Board,
- l) appoint or employ on behalf of the Society such agents as it thinks fit in connection with the control, management, maintenance, and administration of the Society and its assets,
- m) restrict the rights or cancel the membership of any Member of the Society,
- n) delegate any of its powers and duties, as it thinks fit, to one or more Directors or Officers except the power to make bylaws and at any time may revoke such delegation.

Electronic Board Resolutions

5.31 Board resolutions may be conducted by electronical means and shall have the same binding effect as a resolution passed at a convened Board meeting. These resolutions may be passed with a majority vote and must be ratified at the next convened meeting of the Board and filed with the minutes.

Board Compensation

5.32 Directors and Officers shall be entitled to reimbursement for expenses incurred on behalf of the Society, where the Board has pre-approved the expenses. No Director or Officer shall receive compensation for serving on the Board. The Society may, subject to the section 41 of the Societies Act and section 8 of the Regulations, pay a Director for services provided by the Director to the Society in another capacity.

PART 6 NOMINATIONS AND ELECTIONS

Nominations

- 6.1 Members will be provided a minimum of thirty (30) days notice of an election.
- 6.2 Candidates for election may be nominated by:
 - a) a nominations committee,
 - b) self-nomination, and

c) nomination by another member.

6.3 If enacted, a nominating committee shall nominate at least one candidate for each Director position for which an election will be held.

6.4 The Secretary shall, in the notice of the meeting at which the candidates will be voted in, include the names of all nominated candidates who meet the eligibility criteria and consent to the nomination.

Elections

6.5 Elections shall be conducted by a single ballot for all the positions for which an election is being held.

6.6 Voting members shall have the right to cast the number of votes as there are Directors positions for which an election is being held, and a voting member may vote for any eligible candidate and may create a spoiled ballot.

6.7 No candidate's name shall be included on the ballot unless the candidate provided their consent to serve if elected prior to the distribution of the list of nominated candidates.

PART 7 OFFICERS

Officers

7.1 The Officers of the Society shall be:

- a) President,
- b) Vice-president,
- c) Secretary, and
- d) Treasurer.

Election of Officers and Terms of Office

7.2 The Officers shall be elected sequentially by the voting members of the Board at the first meeting of the Board following the annual general meeting and shall require a majority vote to be elected.

7.3 The Officers shall serve a one (1) year term, or until a successor is elected, and their term of office shall begin upon being declared elected.

7.4 At a meeting of the Board with notice, or at a special meeting of the Board called for that purpose, an election may be held for any Officer position for an unexpired term of the Officer position being elected.

Eligibility for Officer Election

7.5 A candidate for election as an Officer of the Society must:

- a) Be an elected member of the Board, and
- b) Have served at least one (1) year on the Board to be eligible for election to the office of the President unless a majority vote of the Board permits an exemption.

Duties of the President

7.6 The President shall:

- a) be the primary spokesperson of the Society,
- b) preside as the regular presiding officer, or appoint a presiding officer, for meetings of the Board and general meetings of the Society,
- c) have all the duties and powers of a President, or equivalent, set in the parliamentary authority of the Society, and

- d) have further duties and powers as set forth in these Bylaws and as maybe authorized by the Board.

Duties of the Vice-President

- 7.7 The Vice-president shall have duties and powers as set forth in these Bylaws and the parliamentary authority of the Society and as may be authorized by the Board or the President.

Duties of the Secretary

- 7.8 The Secretary shall:
- a) oversee the records of the Society, other than the financial records, including but not limited to all Board documentation regarding contracts, awards, correspondence, minutes, and notices, and
 - b) have such other duties and powers as are set forth in these Bylaws, the parliamentary authority of the Society, and as may be authorized or instructed by the Board.

Duties of the Treasurer

- 7.9 The Treasurer shall:
- a) be primarily responsible for the financial affairs of the Society and the preparation and maintenance of the financial records of the Society,
 - b) be responsible to compile the information with which to prepare the annual budget and the annual financial review,
 - c) report current financial information at each meeting of the Board and at the Annual General Meeting,
 - d) chair any budget and finance committee, should one be enacted, and
 - e) have such other duties and powers as are set forth in these Bylaws and the parliamentary authority of the Society and as may be authorized or instructed by the Board.

Authority and Duties of the Officers

- 7.10 No Officer shall have any authority to act on behalf of the Society except as may be authorized in these Bylaws and as may be authorized or delegated by the Board.
- 7.11 Every Officer shall make full disclosure of any potential conflict of interest and any direct or indirect relationships they may have with the Society either contractual, financial, or employment related.
- 7.12 Every Officer shall honestly and in good faith exercise the powers and discharge the duties of the office and as a member of the Board.

Ceasing to be an Officer

- 7.13 An Officer shall cease to hold the office and a vacancy shall be created upon:
- a) the death of the Officer.
 - b) the date specified in a written resignation from the Officer delivered to any other Officer of the Society,
 - c) the Officer ceasing to be eligible for election as an Officer, and
 - d) any Officer of the Board may be removed from office with or without cause by a majority of votes of the Directors then in office.

Filling Officer Vacancies

- 7.14 In the event of a vacancy in an elected Officer position the Board shall elect an eligible member of the Board to fill the office for the unexpired term or until their successor is elected. The President shall expeditiously secure and transfer the records of a vacant office to the successor.

PART 8 GENERAL MEETINGS OF MEMBERS

General Meetings

- 8.1 A general meeting is a meeting of the members of the Society and shall be an annual general meeting, a general meeting, or a special general meeting.
- 8.2 The Board may at any time call a general meeting to be held at the time and, if applicable, location, determined by the Board.
- e) A general meeting may be held, or any member may participate and vote in any meeting in which they are entitled to participate, by telephone or other electronic means so long as all participants can hear each other and actively participate in the meeting. All members participating in any such meeting shall be deemed to be present in person at the stated location of such meeting.
- 8.3 Voting members of the Society may requisition the Board to call a general meeting subject to the provisions of the Societies Act.
- 8.3 The order business at a general meeting shall be as prescribed in the adopted parliamentary authority.

Annual General Meetings

- 8.4 An annual general meeting shall be held once each calendar year within twelve (12) months of the Society's year-end, at such time, date, and place as the Board may decide.
- 8.5 The order of business at an annual general meeting shall be as prescribed in the adopted parliamentary authority and shall include the following Special Orders:
- a) presentation of the approved financial statements of the Society for the year most recently ended,
- b) presentation of any of Director reports of activities since the previous annual general meeting, and
- c) election of Directors.

Notice of General Meetings

- 8.6 Written notice of the of a general meeting must be sent to every voting member of the Society, in writing by mail or electronic mail at least fourteen (14) days before the meeting and not more than sixty (60) days before the meeting. Notice of a general meeting must include:
- a) time,
- b) if applicable, location, and
- c) the purpose of the meeting clearly and specifically describing the subject matter of the motions or items of business to be brought up in the meeting.
- 8.7 The accidental omission to send a notice of a general meeting to a voting member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.
- 8.8 In computing the number of the days of notice of a general meeting, the day on which the notice is given shall be excluded and the day of the meeting shall be included.

Quorum

- 8.10 The quorum necessary to transact business at a general meeting shall be fifteen (15) voting members of the Society which includes a majority of the members of the Board.
- 8.11 No business shall be transacted at a general meeting unless a quorum of voting members is present.

Methods of Voting

- 8.12 At a general meeting in person, one (1) voting card will be issued per voting member for use on the taking of non-ballot votes and the confirmation of voting rights on ballot votes.
- 8.13 Members participating in any general meeting via telephone, or another electronic means, shall be entitled to vote by voice, by a show of hands, or by written communication.

Proxy Voting

- 8.14 Voting by proxy is not permitted.

Matters Decided by Ordinary Resolution

- 8.15 Any matter to be decided by the voting members must be decided by ordinary resolution unless the matter is required by the Societies Act or these Bylaws to be decided by special resolution.

Mail or Electronic Votes

- 8.16 The Board may direct the taking of a vote by mail or an electronic vote on any question that the membership could decide at a general meeting.

PART 9 COMMITTEES

Board May Establish Committees

- 9.1 The Board may create such Standing and Special Committees as may be required which may be in whole or in part composed of Directors or other persons. The Board must ratify written terms of reference for such committee to be properly constituted which include the purposes, deliverables, authority, composition, reporting requirements, and term of a committee.
- 9.2 A committee shall limit its activities to the purpose or purposes for which it is appointed and shall have no powers except those specifically conferred by the Board.
- 9.3 Unless specifically designated as a standing committee, any special committee so created must be created for a specified task only and upon completion of the specified task for which it was appointed, a special committee shall automatically be dissolved.
- 9.4 All committees must report to the Board as defined in the terms of reference. Committees may make recommendations to the Board, unless specified otherwise in these Bylaws, the Board may not delegate its decision-making authority to a committee.
- 9.5 The term of office of each committee member shall begin upon appointment and conclude when a successor is appointed, the appointment is terminated by the Board, or in the case of a Special Committee, upon the completion of the work of the Special Committee.

Executive Committee

- 9.6 The Board may enact an Executive Committee of the Society. The executive committee shall consist of the Officers of the Society.
- 9.7 Between meetings of the Board, the Executive Committee shall have the authority to consider any business that the Board might consider.
- 9.8 All actions taken by the Executive Committee shall be subject to ratification at the next meeting of the Board.

- 9.10 Any actions taken by the Executive Committee not ratified by the Board shall be invalid and the members of the Executive Committee who voted for the adoption of un-ratified actions that result in costs or liability accruing to the Society may be personally responsible for the cost or liability.

Appointment of Committee Members

- 9.11 Committee members will be appointed by the Board.

Vacancies

- 9.12 Any vacancies on a committee may be filled in the same manner as the original appointment of the members of the committee for the balance of the term.

Call of Meetings

- 9.13 The Board shall appoint a Chair for each committee. The members of a committee may meet and adjourn at the call of the Chair of the committee or the President of the Board.

Quorum

- 9.14 The quorum of all meetings of committees shall be a majority of the members of the committee.

Meetings of Standing and Special Committees

- 9.15 Committee meetings may be held in person, telephonically, or electronically, so long as all participants can hear each other and actively participate in the meeting.

President's Ex-Officio Committee Membership

- 9.16 The President shall be an ex-officio member of all committees except the nominating committee. When the President is in attendance, shall be included in determining quorum, but when not in attendance, they shall not be included in determining a quorum.

PART 10 SENIOR MANAGER AND EMPLOYEES

Senior Managers

- 10.1 The Board may, by Board resolution, appoint a senior manager of the Society who shall:
- a) be engaged, appointed, and a title provided by the Board, reporting to the Board, to manage the day-to-day activities or internal affairs of the Society as a whole or in part,
 - b) not be a member of, but shall have the right to, notice of meetings, and attend, but not vote, meetings, and
 - c) perform such other duties and responsibilities as may be assigned by the Board.

Employees

- 10.2 The Society may employ persons as employees of the Society as the Board deems necessary from time to time and the Board may determine the supervision, duties, responsibilities, remuneration, and other conditions of employment.

PART 11 DISCIPLINE

Offenses in a Meeting

- 11.1 A member who breaches the rules in a meeting may:
- a) be censured, expelled from the meeting, have membership rights suspended, and have a complaint filed with the Board by a majority vote at the meeting, and
 - b) be expelled from membership in the Society by a two-thirds vote of the members at a general meeting.

PART 12 INDEMNIFICATION

Indemnities

- 12.1 The Society, in accordance with Division 7 of the Society's Act, shall indemnify and hold harmless every Director, committee member, senior manager, or employee and their heirs, executors, and administrators against all loss, cost, and expense, including legal fees reasonably incurred by them in connection with any action, suit, or proceeding to which they may be made a party by reason of their role with the Society, except as to matters as to which they shall be finally adjudged in such action, suit, or proceeding to be liable for costs, fines or penalties imposed,
- a) in a criminal action,
 - b) suit for unjustified profit or advantage,
 - c) suit for damages incurred by the Society resulting from actions taken by the Executive Committee which were not ratified by the Board,
 - d) for any illegal act done or attempted in bad faith,
 - e) dishonesty, or
 - f) for any breach of the Societies Act or these Bylaws.

PART 13 DISSOLUTION

Commencement of Dissolution

- 13.1 Subject to the Societies Act, the Society may only commence dissolution with prior authorization of the voting members by special resolution.

Distribution of Property on Dissolution

- 13.2 If dissolution has been authorized subject to the Societies Act, and after all liabilities of the Society have been paid or adequate provision for such payment has been made, the remaining money or other property of the Society may be distributed to a non-profit entity dedicated to wildlife conservation in British Columbia in such proportion or proportions as shall be determined by a Board resolution.

PART 14 PARLIAMENTARY AUTHORITY

- 14.1 The rules contained in the current edition of Robert's 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 any legislation, the Bylaws, and any special rules of order that the Society may adopt.

PART 15 BYLAWS

Constitution and Bylaws

- 15.1 On being admitted to membership, each member is entitled to receive a copy of the Constitution and Bylaws of the Society, and upon request, such member will be provided with a copy of the Constitution and Bylaws of the Society.

Amendment of the Bylaws

- 15.2 The Board may amend the Bylaws after previous notice and a two-thirds vote of the Board, which must be approved by a majority vote of the voting members by special resolution.

PART 16 FINANCES, BORROWING, AND RECORDS

Fiscal Year

16.1 The fiscal year of the Society shall be from March 1 to the last day of February.

Deposit of Funds

16.2 The funds of the Society shall be kept in a chartered bank, trust company, or credit union as determined by the Board.

Borrowing Power

16.3 In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner it decides, excepting debentures. Approval of debentures shall only be exercised under the authority of the Association, and in no case shall debentures be issued without prior approval of the Association by majority vote.

Signing Authority

16.4 The Board shall appoint, by resolution, those persons who are entitled to sign cheques and evidence of indebtedness on behalf of the Society.

Records Inspection

16.5 Any member of the Society may view the year-end financial statements of the Society and the membership list. Inspection shall be conducted at a place and time agreed upon by the Secretary and the requesting member, within the bounds of the reasonable notice period. The inspection may be supervised by the Secretary or an appointed representative of the Society, at the discretion of the Board. Records are to be used solely for purposes related to the business of the Society and any use of the documents, or the information contained within them, for personal, commercial, or non-Society related purposes is strictly prohibited. Members granted access to these documents must agree to a confidentiality agreement, as determined by the Board, which outlines the permissible uses of the information and the penalties for unauthorized use or disclosure.