

## SCHEDULE "A"

### BY-LAWS OF THE LOWER NORTH THOMPSON COMMUNITY FOREST SOCIETY

#### (THE "SOCIETY")

#### **1. INTERPRETATION**

1.1. In these Bylaws, unless the context otherwise requires, the following definitions apply:

- (a) "Declaration Commitment" has the meaning set out in By-law 6.31(f);
- (b) "Designated Area" means Area O of the TNRD, the McClure Fire Protection Area within Area P of the TNRD, and the District of Barriere;
- (c) "Directors" means the directors of the Society for the time being;
- (a) "Election Committee" has the meaning set out in By-law 6.31;
- (b) "General Meeting" means a meeting of the members of the Society;
- (c) "Personal Disclosure" has the meaning set out in By-law 6.31(f);
- (d) "Societies Act" means the *Societies Act*, SBC 2015 c 18, as amended from time to time, and includes any relevant successor legislation;
- (e) "Staff Members" means any member of the Society who directly works for and is paid by, whether as an employee or under contract, the Society;
- (f) "Term" has the meaning set out in By-law 6.6; and
- (g) "TNRD" means the Thompson Nicola Regional District

1.2. The definitions in the Societies Act on the date these By-laws become effective apply to these By-laws.

1.3. When construing the By-laws, reference shall be made to the Societies Act and words and expressions used in the By-laws shall have the same meaning as would be in the case when used in that Act.

1.4. If there is a conflict between these bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

#### **2. MEMBERSHIP**

## **General**

- 2.1. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members in accordance with these By-laws and, in either case, have not ceased to be members.
- 2.2. Each member shall inform the Secretary or its designate in writing of an up-to-date address and e-mail address (if any) for the purposes of receiving notices from the Society. This is an ongoing obligation.
- 2.3. Every member shall uphold the Constitution and comply with these By-laws.
- 2.4. The Society shall be comprised of two categories of members being regular-members and Staff-Members.
- 2.5. Except as set out in By-law 5.9, the By-laws and Constitution shall apply equally to both regular members and Staff Members.

## **Applications for Membership**

- 2.6. Persons who, at the time of application, have resided in the Designated Area for at least six (6) months or own property in the Designated Area and are of nineteen (19) years of age or older may apply to the Society for membership in the Society.
- 2.7. Upon acceptance by the Directors of an application for membership pursuant to By-law 2.6, that person becomes a member.

## **Membership Freeze**

- 2.8. The Directors may at any time postpone, on terms and conditions, the consideration of all or some applications for membership.

## **Membership Fees**

- 2.9. The Directors may determine the membership fees, if any (the “Membership Fees”). The Directors may waive, in whole or in part, membership fees for any member.
- 2.10. The Directors shall include notice of the proposed Membership Fees to all members in accordance with By-law 4.3 and each member will be required to pay the Membership Fee within thirty (30) days following each annual general meeting.
- 2.11. Upon notice in writing to the Directors, members who are unable or unwilling to pay their Membership Fees in a lump sum will be permitted to pay their Membership Fees by instalments amounts, which will be determined by the Directors in their sole discretion.

## **Members in Good Standing**

- 2.12. All members are in good standing except a member who has failed to pay his or her current Membership Fees (or any instalment thereof in accordance with By-law 2.11) or other subscription or debt due and owing by him to the Society.
- 2.13. Unless the Directors otherwise decide, a member who has not paid his or her Membership Fee may at any time bring himself in good standing by paying his membership fee even if it is past due.

### **3. CESSATION OF MEMBERSHIP**

- 3.1. A person shall cease to be a member of the Society:
  - (a) by delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
  - (b) on his death or in the case of a corporation on dissolution;
  - (c) on being expelled; or
  - (d) having not been a member in good standing for a period of 30 days.

#### **Expulsion of Members**

- 3.2. The members or the Directors may only expel a member in accordance with By-law 3.3 and 3.4 described below.
- 3.3. A member may be expelled by a special resolution of the members passed at a General Meeting. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard in person or by agent at the General Meeting before the special resolution is put to a vote.
- 3.4. The Directors may, by a two-thirds vote of Directors present, expel a member for any reason. A member subject to a vote for expulsion must be given at least seven days written notice of such a meeting, and a brief description of the reason(s). The member will also be given the opportunity to defend in person or by agent prior to the vote.

### **4. MEETING OF MEMBERS**

- 4.1. Every General Meeting, other than an annual general meeting, is an extraordinary General Meeting.
- 4.2. Annual general meetings of the Society shall be held at such a place and time in accordance with the Societies Act. The Directors may, whenever the majority of the Directors think fit, convene an extraordinary General Meeting.
- 4.3. For the purposes of By-Law 4.4 below, Special Business means:
  - (a) All business at an extraordinary General Meeting except the adoption of rules of order; and

- (b) all business transacted at an annual general meeting, except:
  - (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 the directors;
  - (vi) the appointment of the auditor, if required; and
  - (vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.
- 4.4. Notice of time and place and the general nature of the Special Business (as defined in accordance with By-law 4.3) to be transacted at a General Meeting or at an extraordinary General Meeting shall be given to each member at least fourteen (14) days before the meeting.
- 4.5. The accidental omission to give notice of a General Meeting or the non-receipt of a notice by any members entitled to receive notice, does not invalidate proceedings at that meeting.

## **5. PROCEEDINGS AT GENERAL MEETINGS**

- 5.1. A quorum at a General Meeting of the Society is three of the members of the Society or such greater numbers as the members may determine at a General Meeting.
- 5.2. Subject to By-law 5.3, the President of the Society, or in the absence of the President, one of the other Directors present, shall preside as chair of a General Meeting.
- 5.3. If at a General Meeting,
  - (a) there is no President or other Director present within fifteen (15) minutes after the time appointed for holding the meeting; or
  - (b) the President and all other Directors present are unwilling to act as chair;the members present shall choose one of their members to be chair.
- 5.4. No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.

- 5.5. If at any time during a meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the General Meeting is adjourned or terminated.
- 5.6. If, within 30 minutes from the time appointed for a members' meeting, a quorum is not present, the meeting shall 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, provided there are at least 3 members present.
- 5.7. A General Meeting may be adjourned from time to time and from place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 5.8. All resolutions proposed at a meeting must be seconded and the chair of a meeting may move or propose a resolution. In case of an equality of votes, the chair shall not have a second or casting vote, and the resolution shall be defeated.
- 5.9. A member in good standing at a General Meeting of the Society, except for any Staff Member, is entitled to vote and each of such members shall have one vote. Vote is by show of hands, unless the majority of members present otherwise request, in which case voting will be by ballot. For greater certainty, Staff Members shall not be entitled to vote at a General Meeting.
- 5.10. Voting by proxy is not permitted.
- 5.11. Except as provided in this By-law, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned General Meeting.

## **6. DIRECTORS AND OFFICERS**

- 6.1. The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do which are not by these By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in General Meeting, but subject nevertheless, to the provisions of:
  - (a) all laws affecting the Society;
  - (b) these By-laws; and
  - (c) rules not being inconsistent with these By-laws which are made from time to time by the Society in General Meeting.
- 6.2. No rule made by the Society in General Meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 6.3. The President and other such officers as shall be authorized by a majority of the Directors, shall be elected by the Directors at their meeting immediately following the

annual general meeting of the Society and the initial officers of the Society shall be appointed by the first Directors at the time of incorporation.

### **Number and Qualifications of Directors**

- 6.4. The number of Directors shall be no less than twelve (12) or such greater numbers as may be determined from time to time at a General Meeting.
- 6.5. To be qualified to act as a Director a Director must:
  - (a) a member in good standing;
  - (b) be nominated by the Election Committee (there shall be no nomination of Directors from the floor at a General Meeting);
  - (c) submit to the Election Committee a written nomination signed by two other members in good standing;
  - (d) not have been convicted of an indictable criminal offence unless they have obtained a pardon; and
  - (e) agree in writing to abide by the Society's Constitution, these By-laws and sign a Personal Disclosure and Declaration Commitment.

### **Terms of Directors and Their Replacement**

- 6.6. Directors shall hold office for a two (2) year terms (the "Term").
- 6.7. The Term of the Directors shall be staggered so that at least five (5) directors shall be elected at each annual General Meeting.
- 6.8. The Directors shall retire at the expiration of their Term, when their successors shall be elected.
- 6.9. A Director shall be elected at the annual general meeting for one Term. Directors shall not be permitted to be elected for more than three consecutive Terms.
- 6.10. Election procedures at the annual general meeting shall be determined by the members present.
- 6.11. The Directors may at any time appoint a member as a Director to fill any Director vacancy.
- 6.12. A Director appointed by the Directors holds office until the next annual general meeting.
- 6.13. The Board of Directors may from time to time appoint such representatives and agents and authorize the employment of such persons as they deem necessary to carry out the objects of the Society and such representatives, agents and employees shall have such authority and shall perform such duties from time to time be prescribed by the Board.

- 6.14. The Board of Directors may from time to time appoint an operations manager who may be a Director of the Society and may delegate to him or her full authority to manage and direct the business and affairs of the Society (except such matters as and duties as by law must be transacted or performed by the Board of Directors or by the members in General Meeting) and to employ and discharge representatives, agents and employees of the Society or may delegate to him or her any less power. Such operations manager shall conform to all lawful orders given to him or her by the Board of Directors of the Society and shall at all times give to the Directors or any of them all information they may require regarding the affairs of the Society.
- 6.15. All cheques, bills of exchange, or other order of the payment of money, notices or other evidences of indebtedness issued in the name of the Society, shall be signed by such officer or officers, agent or agents of the Society and in such manners as shall from time to time be determined by resolution of the Board of Directors. The person or persons so appointed may arrange, settle, balance and certify all books and accounts between the Society and the Society's bankers and may receive all pay cheques and vouchers and may sign all the bank's forms for settlement of balance and release or verification slips.
- 6.16. No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

#### **Removal of Directors or Officers by Membership**

- 6.17. If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors shall appoint a member to take the place of the former Director. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 6.18. The members may, by special resolution, remove a Director or Officer for any reason before the expiration of his Term in office and may elect, by majority vote, a successor to serve to the next annual general meeting.
- 6.19. A Director ceases to hold office or be a Director if he or she is absent from three consecutive regular meetings of the Directors without cause, provided that such notice of cause has been communicated to and approved as legitimate by the other Directors prior to said meeting.
- 6.20. The notice of special resolution for removal shall be accompanied by a brief statement of the reason(s) for the proposed removal.
- 6.21. The person who is the subject of the proposed resolution for removal shall be given an opportunity to be heard in person or by agent at the General Meeting before the special resolution is put to a vote.

#### **Officers**

- 6.22. The President, Vice President, Secretary, and Treasurer shall be Officers of the Society. At the first Director's meeting after a General Meeting the Officers shall be elected by the Directors. .

- 6.23. An Officer must be a Director and ceases to be an Officer when he ceases to be a Director.
- 6.24. Officers shall serve for one Term, upon election.
- 6.25. The Directors may at any time appoint a Director to fill any Officer vacancy.
- 6.26. Any Officer so appointed shall serve the unexpired officer Term of the Officer he is replacing.

### **Committees of the Directors**

- 6.27. The Directors may delegate any, but not all, of their powers to Committees consisting of such persons as they think fit, and may name the Committee.
- 6.28. A Committee so formed in the exercise of the powers so delegated shall conform to any rules that may, from time to time, be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the Directors.
- 6.29. Subject to directions of the Directors, the Committee shall determine its own procedure.
- 6.30. The members of a Committee may meet and adjourn as they think proper.
- 6.31. In addition to any other Committee formed pursuant to these By-laws, there shall be an election Committee (the "Election Committee"). The Election Committee shall:
  - (a) annually recruit applicants and receive applications from the membership to stand for election to the Board of Directors;
  - (b) not be comprised of more than four (4) members of the Society;
  - (c) strive to balance community perspectives, gender, expertise and skills;
  - (d) in no way attempt to screen candidates or discourage any person from standing for election to the Board of Directors;
  - (e) ensure the recruitment process is fair and seen to be fair and transparent to the membership; and
  - (f) establish a form of declaration commitment (the "Declaration Commitment") and a form of disclosure of potential conflict of interest (the "Personal Disclosure") to be signed by each elected Director. The Declaration Commitment will establish the expectations and obligations of each Director and the Personal Disclosure will provide a summary of all possible conflicts of interest of a potential Director.
- 6.32. The following "soft criteria" shall be included in the Declaration Commitment:
  - (a) each Director shall be required to bring their individual perspective to the Board rather than representing the formal position or perspective of a particular sector or group of the Society or broader community;

- (b) each Director shall be required to agree to fulfill their full Term of office; and
- (c) each Director shall be required to work cooperatively.

## **7. PROCEEDINGS OF DIRECTORS**

### **Meetings Generally**

- 7.1. The Directors or Committee of the Directors may meet together at such times and places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, provided that such regulations are not inconsistent with the Constitution of the Society and these By-laws. The meetings may be held in whole or in part, by telephone or other communications medium if all participating in the meeting, whether by telephone, by other communications media or in person, are able to communicate with each other.
- 7.2. A Director may at any time, and the President, on the request of a Director shall convene a meeting of the Directors on no less than twenty-four (24) hours notice. Notice may be given either personally or e-mail to the other Directors at such mailing or e-mail address as shown on the Register of Members.

### **Quorum**

- 7.3. The Directors may from time to time fix the quorum necessary for the transaction of business, and unless so fixed the quorum shall be five (5) of the Directors then in office.
- 7.4. The President shall be chair of all meetings of the Directors but if at any meeting the President is not present within thirty (30) minutes of the time appointed for holding the meeting, the Directors present may choose one of their number to be chair at that meeting.
- 7.5. The Directors may delegate any but not all of their powers to committees consisting of such Director or Directors and members as they think fit. A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act and thing done in the exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
- 7.6. The members of the committee may meet and adjourn as they think proper.
- 7.7. The Directors and committee members shall strive to make decisions and answer questions by consensus and all effort shall be made to reach full agreement before a decision is determined and where questions and decisions cannot be made by consensus then such questions and decisions shall be decided by a majority of votes. In case of any equality of votes, the chairman of the meeting shall not have a second or casting vote and the question shall be defeated.

- 7.8. The chair may move or propose as resolution. In case of any equality of votes, the chair shall have a second or casting vote and the resolution shall be defeated.

### **Miscellaneous Matters**

- 7.9. No act or proceeding of the Directors or Officers is invalid only by reason of there being less than the prescribed number of Directors or Officers in office.
- 7.10. Each Director shall inform the Secretary or his designate in writing of his/her up-to-date address and e-mail address (if any) for the purposes of receiving notices regarding the affairs of the Society. This is an ongoing obligation.
- 7.11. Questions arising at any meeting of the Directors and Committee of Directors shall be decided by a majority of votes.
- 7.12. In case of an equality of votes, the Chairperson shall have a second or casting vote.
- 7.13. No resolution proposed at a meeting of Directors or Committee of Directors need be seconded, and the Chairperson of a meeting may move or propose a resolution.

### **Return of Documents and Property**

- 7.14. At any time the Directors may require, on terms and conditions, a Director, Officer, member, or a former Director, Officer, or member to return any property or document belonging to the Society that happens to be in the control or possession of such Director, Officer, member, or such former Director, Officer or member.

### **Resolutions in Writing**

- 7.15. A resolution in writing, signed by all of the existing Directors or Committee members and placed with the minutes of the Directors or the Committee, is as valid and effective as if regularly passed at a meeting of the Directors or the Committee.

### **In Camera Meetings**

- 7.16. The Directors and its Committees may hold meetings in camera. Every Director shall keep confidential information obtained in such a meeting unless the release of such information is required by law or is allowed for by a decision or policy of the Directors.

## **8. DUTIES OF OFFICERS**

- 8.1. The President shall preside at all meetings of the Society and of the Directors.
- 8.2. The President is:
- (a) the Chief Executive Officer of the Society;
  - (b) the chief spokesperson for the Society; and
  - (c) the supervisor of other Directors or Officers.

- 8.3. The Vice President shall:
- (a) assist the President; and
  - (b) carry out the duties and exercise the powers of the President during any absence of the President.
- 8.4. The Secretary, or person designated by the Directors, shall:
- (a) conduct the correspondence of the Society;
  - (b) issue notice of meetings of the Society and Directors;
  - (c) keep minutes of all meetings of the Society and Directors;
  - (d) have custody of all records and documents of the Society except those required to be kept by the Treasurer; and
  - (e) have custody of the common seal of the Society.
- 8.5. The Treasurer, person designated by the Directors, shall keep such financial records, including books of account, as are necessary to comply with the Societies Act, and the Treasurer shall render financial statements to the Directors, members and others when required.
- 8.6. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- 8.7. Other Officers, if any, shall perform such duties as the members may decided at a General Meeting or an extraordinary General Meeting.
- 8.8. The Directors or members may add additional duties or powers to any Director or Officer or transfer duties or powers among Directors or Officers.
- 8.9. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.
- 8.10. A Director shall:
- (a) act honestly and in good faith and in the best interest of the Society; and
  - (b) exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a Director.
- 8.11. A Director who has direct or indirect interest in a proposed contract or transaction with the Society shall disclose, fully and promptly, the nature and extent of his interest to each Director and otherwise comply with the requirements of the Societies Act.

- 8.12. The Directors shall enter in the register the names of applicants for incorporation and the name of every other person admitted as a member of the Society, together with the following particulars of each:
- (a) the full name and residence address;
  - (b) the date on which a person is admitted as a member; and
  - (c) the date on which a person ceases to be a member.
- 8.13. The Directors shall ensure that all reports, including financial reports, required by law to be prepared by the Society for the annual general meeting are prepared.
- 8.14. The Directors shall ensure that all financial and other reports that have to be filed after the annual meeting are filed as required by the Societies Act and Income Tax Act or other law.
- 8.15. The Directors shall ensure the Society has at least one account with a chartered bank, credit union, or trust company for the deposit of funds.
- 8.16. The Directors shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:
- (a) all money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;
  - (d) every asset and liability of the Society; and
  - (e) every other transaction affecting the financial position of the Society.

## **9. BORROWING**

- 9.1. In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such a manner as they decide, and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
- 9.2. The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next annual general meeting.

## **10. AUDITOR**

- 10.1. This part applies only where the Society is required or has resolved to have an auditor.
- 10.2. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of the auditor.
- 10.3. At each annual general meeting, the Society shall appoint an auditor to hold office until he or she is re-elected or a successor is elected at the next annual general meeting.

- 10.4. An auditor may be removed by Ordinary Resolution. An auditor shall be informed forthwith in writing of appointment or removal.
- 10.5. No Director and no employee of the Society shall be auditor.
- 10.6. The auditor may attend General Meetings.

## **11. INSPECTION OF DOCUMENTS BY MEMBERS AND DIRECTORS**

- 11.1. Subject to the Personal Information Protection Act:
  - (a) the books and records of the Society, with the exception of the current and past membership lists (registry) shall be open to inspection by members on reasonable notice at the office of the Society but no copies can be made unless authorized by the Directors; and
  - (f) Subject to a resolution of the Directors or any law requiring otherwise, documents of the Society, including its accounting records, must be open to the inspection of a Director.

## **12. NOTICES TO MEMBERS**

- 12.1. A notice may also be given to a member by mailing or emailing it to a mailing address or email address provided by the member or by publishing the notice for three consecutive weeks prior to such meeting in a newspaper customarily circulated in the Designated Area.
- 12.2. A notice sent by email shall be deemed to have been given on the second day following that on which the notice is sent by email, and in proving that notice has been given it is sufficient to prove that the notice was sent to the email address provided by the member as required by these By-laws.
- 12.3. A notice sent by mail shall be deemed to have been given on the fifth day following that on which the notice is sent by mail, and in proving that notice has been given it is sufficient to prove that the notice was sent to the mailing address provided by the member as required by these By-laws.
- 12.4. Notice of a General Meeting shall be given to:
  - (a) every member shown on the register of members on the date notice is given; and
  - (g) the auditor, if Part 11 applies.

13.04 No person, other than those mentioned in the above paragraph, is entitled to receive a notice of General Meeting.

## **13. BYLAWS**

- 13.1. On being admitted to membership, each member is entitled to and the Society shall give him or her, or at his or her request, without charge, a copy of the Constitution and By-laws of the Society.
- 13.2. These By-laws shall not be altered or added to except by a special resolution at a General Meeting.

#### **14. WINDING UP, DISSOLUTION AND REMUNERATION**

- 14.1. Upon winding-up or dissolution of the Society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the wind-up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after the payment of any other debts of the Society, shall be given or transferred to such organization or organizations concerned with some or all of the objects as this Society; provided that such organization referred to in this paragraph shall be a registered charity or registered charities in British Columbia, as defined in the *Income Tax Act* of Canada, as may be determined by the members of the Society at the time of winding up or dissolution.
- 14.2. The Society shall be carried on without purposes of gain for its members or Directors or Officers and any profits or other accretion to the Society shall be used in furtherance of its purposes. No Directors or Officers shall be remunerated for being or acting as a Director or Officer, but a Director or Officer may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

#### **15. RULES FOR PROCEDURE**

- 15.1. Unless stated otherwise in these By-laws, the rules for procedure of the Society will be Robert's Rules of Order newly revised.

Dated: the \_\_\_\_ day of \_\_\_\_\_, 2017.