

## SOCIETY ACT

### BYLAWS OF WESTERN CANADA WILDERNESS COMMITTEE

#### *Part 1 – Interpretation*

1. (1) In these bylaws, unless the context otherwise requires,
  - (a) "directors" means the directors of the society for the time being;
  - (b) "Society Act" means the *Society Act* of the Province of British Columbia from time to time in force of all amendments to it;
  - (c) "registered address" of a member means his address as recorded in the registrar of members.(2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

#### *Part 2 – Membership*

3. 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 bylaws and, in either case, have not ceased to be members.
4. A person may apply to the directors for membership in the society and upon acceptance by the directors or their designate shall be a member
5. Every member shall uphold the constitution and comply with these bylaws.
  - (a) There shall be seven types of membership in the society, namely,
    - (i) Individual memberships - sustaining voting memberships (\$35);
    - (ii) Family memberships - sustaining voting memberships (\$52 - one person entitled to a vote);
    - (iii) Youth/Student/Senior/Limited Income memberships - sustaining voting memberships (\$20 - not entitled to calendar)
    - (iv) International memberships - (\$30 US for members living in the U.S.A. and \$50 CDN for members living outside Canada and the U.S.A. - entitled to the same benefits as individual members).
    - (v) Life memberships - sustaining voting memberships (\$1000 - one time due and entitled to benefits that all other members receive)
    - (vi) Honorary membership (no membership fee) may be granted by the Board of Directors to individuals based on qualification criteria set from time to time by the Board. Honorary members are entitled to the all benefits that Individual members receive.
    - (vii) Wilderness Saving Plan membership (\$10 annual fee) to be deducted at the end of each year from the total amount given by the individual during the year as part of their automatic monthly giving through the Society's Wilderness Savings Plan program. Wilderness Savings Plan members are entitled to all the benefits that individual members receive.

6. The annual membership dues for members shall vary according to the type of membership and the amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the Annual General Meeting of the Society.
7. 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) on having been a member not in good standing for 12 consecutive months.
8.
  - (1) A member may be expelled by a special resolution of the members passed at a general meeting.
  - (2) The notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for proposed expulsion.
  - (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote by secret ballot
9. All members in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing him to the society and he is not in good standing so long as the debt remains unpaid.

### *Part 3 – Meetings of Members*

10. General meetings of the society shall be held at the time and place, in accordance with the *Society Act* that the directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, when they think fit, convene an extraordinary general meeting.
13.
  - (1) Notice of a general meeting shall specify the place, day, and hour of meeting, and, in case of special business, the general nature of that business.
  - (2) The accidental omission to give notice of a meeting to, or non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
14. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

### *Part 4 – Proceedings at General Meetings*

15. Special business is
  - (a) all business at an extraordinary general meeting except the adoption of the

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 to the directors;

(iv) the report to the auditor, if any;

(v) the election of directors;

(vi) 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.

16. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is 30 members present or a greater number that the members may determine at a general meeting.

17. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it 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.

18. Subject to bylaw 19, the Chair of the society, the Vice-Chair or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.

19. If at a general meeting

(a) there is no Chair, Vice Chair or other director present within 15 minutes after the time appointed for holding the meeting; or

(b) the Chair and all the other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.

20. (1) 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.

(2) 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.

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

21. (1) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.

(2) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

22. (1) A member who is a sustaining voting member in good standing 15 days prior to a

general meeting and present at a meeting of members is entitled to one vote.

(2) Voting is by a show of hands except where specified in these bylaws as being by secret ballot.

(3) Voting by proxy is not permitted.

(4) A single individual shall only have one vote, whether it be as a member themselves or as a representative of a corporate entity.

23. A corporate member who is a sustaining voting member may by its authorized representative, who is entitled to speak and vote, and in all other aspects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.

### *Part 5 – Directors and Officers*

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

(a) all laws affecting the society;

(b) these bylaws; and

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

(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.

25. (1) The number of directors shall be nine (9)

(2) The Directors shall appoint an Executive Team (E-Team). The E-Team shall consist of a maximum of 4 paid employees, one of which must be the Comptroller. The E-Team is mandated to make decisions by consensus and carry on the day-to-day management of the Wilderness Committee. It reports to, and takes direction from, the Board of Directors. Members of the E-Team shall serve as ex officio non-voting members of the board and board committees.

26. (1) Directors shall serve three year terms. Each year, three of the voting directors shall retire from office and their successors shall be elected. Retiring directors may stand for re-election.

(a) In the first year of transition the four directors with the longest consecutive term of service on the board will be deemed up for re-election with three three-year positions to be filled. In the second year of transition the three directors with the longest consecutive term of service on the board who were not elected at the preceding year's AGM shall be deemed up for re-election with three three-year positions to be filled. In the final year of transition, the three remaining directors in office at the time of approval of this bylaw who were not elected at an AGM in the intervening two years, shall be deemed up for re-election with three three-year positions to be filled.

(b) Every member has the right to nominate another member for election by delivering to the Director's Nomination Committee, sixty days before the date of the AGM, the name of the person nominated, a petition containing the names, addresses, and signatures of at least ten members in good standing endorsing that person's nomination and a letter from the member indicating his/her

consent to the nomination.

(c) The board of directors reserves the right to vote to remove any director from the board of directors who has missed three consecutive directors meetings.

(2) An election may be by acclamation in the event that there are an equal or lesser number of candidates than open spots for election, otherwise it shall be by secret ballot. In the event of a balloted election, the first past the post counting method will be used.

(3) If no successor is elected the position is deemed vacant.

(4) No person who is an employee of the Society or who is engaged by it pursuant to a contract for services is eligible for election at an AGM as a voting member of the Board of Directors or eligible for appointment by the Board of Directors to replace a vacancy of a voting Board member and no person who is in a direct relationship with an Executive Team member or a staff member including, but not limited to, spouses and business partners, are eligible for election or appointment as a voting member on the Board of Directors.

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

(2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.

28. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.

(2) No act or proceeding of the directors is invalid only by reason of their being less than the prescribed number of directors in office.

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

30. 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 while engaged in the affairs of the society.

### *Part 6 – Proceedings of Directors*

31. (1) The directors may meet together at the places they think fit to dispatch business, adjourn, and otherwise regulate their meetings and proceedings as they see fit.

(2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.

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

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

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

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

33. The directors shall, at their first meeting following an AGM:
- (i) Elect the Chair, Vice-Chair, Secretary and Treasurer from among themselves.
  - (ii) Appoint a nominating committee of at least two directors whose function it is to accept nominations for directors to be voted on at the next AGM. All members, upon inquiry, have the right to know the names and addresses of members who have been nominated, and the names and addresses of current directors who have indicated their intention to run for re-election.
34. The members of a committee may meet and adjourn as they think proper.
35. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of directors is present,
36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex, or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) no notice of meeting of directors shall be sent to that director; and
  - (b) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum is present, be valid and effective.
37. (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
- (2) In case of an equality of votes the chairman does not have a second or casting vote.
38. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.
39. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at meeting of directors.

#### *Part 7 – Duties of Officers*

40. (1) The Chair shall preside at all meetings of the society and of the directors.
- (2) The Chair is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
41. The Vice Chair shall carry out all duties of the Chair during his absence.
42. The secretary or the board's designate shall
- (a) conduct the correspondence of the society;
  - (b) issue notices of meetings of the society and directors;
  - (c) keep minutes of all meetings of the society and directors;
  - (d) have custody of all records and documents of the society except those required to be kept by the treasurer;

- (e) have custody of the common seal of the society; and
- (f) maintain the register of members

43. The treasurer or the board's designate shall

- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*; and
- (b) render financial statements to the directors, members, and others when required.

44. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.

(2) When a secretary treasurer holds office the total number of directors shall not be less than 5 or the greater number that may have been determined pursuant to bylaw 25 (2).

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

#### ***Part 8 – Seal***

46. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

47. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the Chair and secretary or Chair and secretary treasurer.

#### ***Part 9 – Borrowing***

48. In order to carry out the purposes of the society the directors may, on behalf of or in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

49. No debenture shall be issued without the sanction of a special resolution.

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

#### ***Part 10 – Auditor***

51. This part applies only where the society is required or has resolved to have an auditor.

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

53. At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

54. An auditor may be removed by ordinary resolution.

55. An auditor shall be promptly informed in writing of appointment or removal.
56. No director and no employee of the society shall be auditor.
57. The auditor may attend general meetings.

#### *Part 11 – Notices to Members*

58. A notice may be given to a member, either personally or by mail to him at his registered address.
59. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that the notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
60.
  - (1) Notice of a general meeting shall be given to
    - (a) every member shown on the register of members on the day notice is given; and
    - (b) the auditor, if Part 10 applies.
  - (2) No other person is entitled to receive notice of general meeting.

#### *Part 12 – Bylaws*

61. On being admitted to membership, each member is entitled to and the society shall give her upon request, without charge, a copy of the constitution and bylaws of the society.
62. These bylaws shall not be altered or added to except by special resolution.

#### *Part 13 – Chapter Societies*

63.
  - (1) By a resolution of the Board of Directors of the main society a Wilderness Committee Chapter may be established.
  - (2) The resolution establishing a Chapter shall be in the form of a charter which includes a map outlining the geographical area of the Chapter and defines the powers and responsibilities of a Chapter.
  - (3) the Chapter shall incorporate and abide by the constitution, bylaws, and policies of the Western Canada Wilderness Committee
  - (4) A Chapter shall:
    - (a) have a minimum of fifty members
    - (b) work primarily on issues in their geographical area and work to support the main organization
    - (c) follow all the accounting methods, procedures, and reporting periods established by the Executive Team
    - (d) identify all published materials and correspondence with their full Chapter name
    - (e) signing authority on all bank accounts must be approved by the Board of Directors

(f) appointment of spokesperson must be approved by the Board of Directors  
(g) not incur debt, or borrow money or authorize spending without the formal approval of the Executive Team

64. (1) A Chapter can be decertified by a resolution of the Board of Directors  
(2) Upon dissolution of a Chapter all assets of that Chapter revert to the Western Canada Wilderness Committee.

*Amendments*

Section 5, 25, 26, 32 — December 22, 1990

Section 5 — December 7, 1991

Section 5, 25.2, Part 13 modified, Part 14 added — December 18, 1993

Entire bylaws rescinded and replaced — September 15, 1995

Section 5, 25.2, 26.5 — October 28, 2000

Section 25.2 — September 25, 2002

Part 13 - Branch Societies (removed), Part 13 - Chapter Societies modified — October 4, 2003

Part 2 - memberships modified (individual increased from \$30 to \$35; youth increased from \$15 to \$20)  
— October 2005 AGM

Sections 4, 8, 16, 22, 25, 26, 32, 42, 43, and 61 - September 25, 2008