

CONSTITUTION

1. The name of the Society shall be "Okanagan Similkameen Parks Society".
2. The purposes of the Society are:
 - (a) To preserve as parkland any suitable public land or privately held land by:
 - (1) coordinating the activities of and cooperating with other organizations and individuals for their acquisition and preservation to be owned either directly or indirectly
 - ❖ by the federal Government of Canada,
 - ❖ the provincial Government of British Columbia,
 - ❖ any relevant department or agency of either the federal or provincial governments
 - ❖ any Regional District or municipal authority within British Columbia,
 - ❖ any organization or individual with power to acquire or administer parklands and other lands, for any or all of the following purposes:
 - (i) The health, recreation, education and enjoyment of the public,
 - (ii) The preservation of wildlife habitat,
 - (iii) The protection of all types of wild Nature, including natural areas, features, objects, flora and fauna, and biotic communities.
 - (iv) The promotion of education in the sphere of preservation and conservation.
 - (v) The promotion of scientific study of all forms of wildlife and of means for their preservation.
 - (b) To urge and work for the conservation of parkland and other land in perpetuity, to acquire land where necessary, and to do all that is necessary to protect and/or improve their natural, historic or scenic values, or any of them.

(c) To donate money or real property for parkland or other land, or for the acquisition thereof, to governments, government agencies or organizations with power to acquire or administer parkland or other lands in Canada.

(d) To sell, give or otherwise convey title to parkland or other land owned by the Society, to governments, government agencies or other organizations or individuals, subject to conditions which shall assure their preservation in perpetuity for the purposes for which they were acquired by the Society.

(e) To solicit or raise money and to receive or acquire and hold gifts, donations, bequests and legacies to be used for the furtherance of the purposes of the Society.

(f) To support the establishment, restoration and enhancement of hiking trails and historic sites in or about parks for the education and enjoyment of the public.

(g) To assess, monitor and research ecosystem integrity to preserve habitat and biodiversity where negative impacts warrant this attention.

(h) To sponsor, support and champion existing or new ecological reserves, protected areas, conservancies or any significantly biodiverse area to ensure ecosystem integrity is recognized and appropriately protected.

(i) To do all such things as may be necessary or conducive to the attainment of the purposes of the Society.

3. The operations of the Society will be focused primarily in the Okanagan and Similkameen valleys in British Columbia but may include other areas of the province.

BYLAWS

Part 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 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.

Part 2 – MEMBERS

Application for membership

2.1 A person may apply to the Board for membership in the Society and the person becomes a member upon the Board’s acceptance of the application.

Duties of members

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

Membership Categories

2.3 Membership shall consist of the following categories;

(a) Regular Membership

(1) Individual

(2) household (2 adults and their children under the age of 19)

(b) Organization Membership. Each organization member shall be entitled to appoint one person to represent and vote for it at general meetings of the Society. Such appointment shall be in writing, signed by the Secretary or other authorized officer of the member organization, and shall be delivered to an officer of this Society, before the meeting at which it will be exercised, is called to order.

- (c) Sustaining Membership
- (d) Supporting Membership
- (e) Contributing Membership
- (f) Patron Membership
- (g) Honorary Membership: this may be conferred on an individual for special service to the Society, from time to time, by the Board of Directors.

Amount of membership dues

2.4 The amount of the annual membership dues and the regulations covering each membership category must be determined by the Board.

Members not to profit

2.5 No profit, dividend, gain or material benefit or advantage shall arise or accrue to any member by reason of their membership in the Society.

Termination of Membership

2.6 Termination of membership may ensue under the following circumstances:

- (a) a member may withdraw from the Society by tendering his or her resignation in writing to the Secretary of the Society.
- (b) a member is not in good standing if the member fails to pay the member's annual membership dues and the member is not in good standing for so long as those dues remain unpaid. A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.
- (c) The Board of Directors may at any time, for just and sufficient cause, by resolution and upon written notice, expel a member.

Member not in good standing may not vote

2.7 A voting member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Part 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of General Meeting with Special Business

3.3 The Secretary shall convene any General Meetings other than the Annual General Meeting:

- (a) On the call of the President;
- (b) On the request of the Directors of the Society;
- (c) On the request in writing of any five members of the Society;
- (d) On all occasions when required by law to be held pursuant to the Societies Act.

A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business. Notice of all Annual General Meetings and Special Meetings of the Society shall be sent to the members by ordinary post and shall be mailed at least 14 days before the date upon which the Annual General Meeting or special meeting is to be held and shall be addressed to the last address of the member of which the Society has been notified.

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

(a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

(b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
 - (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
 - (h) terminate the meeting.

Methods of voting

3.13 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 4 – DIRECTORS

Duties of directors

4.1 The affairs of the Society shall be managed by the Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Society in compliance with the Bylaws, provincial and federal laws and regulations pertinent to a non-profit Society in BC at a meeting of the members or Directors.

Number of directors on Board

4.2 The Society must have no fewer than 3 and no more than 11 directors.

Election or appointment of directors

4.3 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

4.4 The Board may, at any time appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.5 A director appointed by the Board to fill a vacancy ceases to be a director at the next annual general meeting, where the director can submit their name for election to the Board.

Removal of director for just cause

4.6 The Society may, by extraordinary resolution with just and sufficient reason, remove a Director and appoint another person in their stead.

Part 5 – DIRECTORS’ MEETINGS

Calling directors’ meeting

5.1 A directors’ meeting may be called by the president or by any 2 other directors.

Notice of directors’ meeting

5.2 At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors’ meetings

5.4 The directors may regulate their meetings and proceedings as they think fit, including, as they see fit, permitting one or more directors to participate by video or audio conference call.

Quorum of directors

5.5 The quorum for the transaction of business at a directors’ meeting is a majority of the number of directors.

Part 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

Role of Board of Directors

6.8 The Board of Directors may:

- (a) Make rules for the regulation of their meetings and passage of resolutions.:-
- (b)-Appoint such agents and authorize the employment of such other persons as it deems necessary to carry out the objectives of the Society, and such agents or employees shall have authority and shall perform such duties as from time to time may be prescribed by the Board.
- (c) Appoint the Officers for such term and upon such conditions as they in their uncontrolled discretion deem advisable. A Director may be appointed to any office.

(d) All officers, agents, and employees shall be subject to removal from office or employment by the Board of Directors at any time with or without written notice to the person so removed.

Part 7 – RENUMERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of Directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 8 – ALTERATION OF BYLAWS

8.1 The Bylaws of the Society shall not be altered or added to except by an extraordinary resolution passed by a two-thirds majority of all members present at the Annual General Meeting or Special General Meeting called for that purpose. Notice of any such extraordinary resolution, which it is proposed to present to any General Meeting of the Society, shall be mailed to all members of the Society at least fourteen days prior to the date of such meeting, and shall be included in the notice calling such a meeting.

Part 9 – DISSOLUTION OF SOCIETY

9.1 In the event that the Society shall be liquidated or wound up, all of its property and assets then remaining, or future interests which but for such liquidation would vest in the Society, shall be transferred to some other association or non-profit organizations having objectives entirely similar to those of the Okanagan Similkameen

Parks Society. Such organizations shall be selected by the members of the Society, at or before, the time of liquidation or winding-up.

Part 10 – Books and Records

10.1 Books and Records

The Secretary shall maintain such books and records of the Society as are required by the Societies Act or by these Bylaws.

10.2 Inspection of Books and Records

The books and records of the Society may be inspected by members of the Society by special appointment through the Secretary.