

BC Community Forest Association

Proposed Revisions to Existing Bylaws

SOCIETIES ACT

Proposed Bylaws of the British Columbia Community Forest Association

Part 1 — Interpretation

1 (1) In these bylaws, unless the context otherwise requires:

"**directors**" means the directors of the society;

"**Societies Act**" means the *Societies Act* of British Columbia from time to time in force and all amendments to it;

"**registered address**" of a member means the member's address as recorded in the register of members.

"**senior manager**" means an individual appointed by the directors of the society in accordance with the *Societies Act* to exercise the directors' authority to manage the activities or internal affairs of the society as a whole or in respect of a principal unit of the society.

"**special resolution**" means a resolution passed at a general meeting by at least 66% of the votes cast by the voting members, in accordance with the voting procedure described in these bylaws

(2) The definitions in the *Societies 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 become members, in accordance with these bylaws and, in either case, have not ceased to be members.

4 A corporation or organization holding or seeking a community forest including a society incorporated under the *Societies Act*, an association as defined in the *Cooperative Association Act*, an association, a trust or a partnership may apply to the directors for membership in the society and on acceptance by the directors is a member. Any organization admitted to membership in the society must authorize a person to act on behalf of the organization.

5 (1) A separate non-voting membership category of Associate Member is available for individuals and organizations that support community forestry, such as academic institutions or non-governmental organizations. Communities that are seeking community forest tenure are not eligible for Associate Membership.

(2) A separate non-voting membership category of Supplier Member is available for suppliers of goods and services relevant to community forestry.

(3) Associate members and Supplier members are not eligible to serve as a director.

- 6 Every member must uphold the constitution and comply with these bylaws.
- 7 The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society.
- 8 A person ceases to be a member of the society
 - (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
 - (b) on his or her 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.
- 9 (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (3) Before a member of a society can be expelled, the society must
 - (a) send to the member written notice of the proposed expulsion, including reasons, and
 - (b) give the member a reasonable opportunity to make representations to the society respecting the proposed discipline or expulsion.
- 10 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 — Meetings of Members

- 11 General meetings of the society must be held at the time and place, in accordance with the *Societies Act*, that the directors decide.
- 12 Every general meeting, other than an annual general meeting, is a general meeting.
- 13 The directors may, when they think fit, convene a general meeting.
- 14 (1) Notice of a general meeting must specify the place, day and hour of the 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 the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 15 An annual general meeting must be held in each calendar year, in accordance with the *Societies Act*.

Part 4 — Proceedings at General Meetings

- 16 (1) At a general meeting, the following business is ordinary business:
 - (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 directors;
- (vi) the appointment of the auditor, if required;
- (vii) the passing of a Special Resolution.

(2) Notice of special business: A notice of a general meeting must state the nature of any business, other than ordinary business, and including a Special Resolution, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

17 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not 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 must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is 5 members present or a greater number that the members may determine at a general meeting.

18 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, must be terminated, but in any other case, it must 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.

19 Subject to bylaw 20, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

20 If at a general meeting

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

(b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.

21 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted 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 must 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 conducted at an adjourned general meeting.

22 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

- (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution does not pass.
- 23 (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by ballot or by show of hands as requested by voting members by a majority vote by a show of hands.
- 24 A BCCFA member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

Part 5 — Directors

Qualifications of Director

- 25 A person is qualified to be a director of a society only if the person is an individual who is at least 18 years of age.
- 26 An individual is not qualified to be a director of a society if the individual is
- (a) found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs,
 - (b) an undischarged bankrupt, or
 - (c) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless
 - (i) the court orders otherwise,
 - (ii) 5 years have elapsed since the last to occur of
 - (A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed,
 - (B) the imposition of a fine,
 - (C) the conclusion of the term of any imprisonment, and
 - (D) the conclusion of the term of any probation imposed, or
 - (iii) a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect
- 27 A director of a society who is not, or who ceases to be, qualified under either section 44 or the bylaws to be a director must promptly resign.

Directors and Officers

- 28 (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise

lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to

- (a) all laws affecting the society,
- (b) these bylaws, and
- (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.

(2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

- 29 (1) The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.
- (2) The number of directors shall be up to 9 or a number determined from time to time at a general meeting.

Election and Appointment of Directors

- 30 (1) Directors shall be elected for a two-year term and must retire from office at the annual general meeting when their term expires.
- (2) Effective 2013, Directors who have served three consecutive two-year terms must wait a period of two consecutive years before being eligible for re-election to the board.
- (3) Separate elections must be held for each office to be filled.
- (4) In electing Directors, the membership shall strive to attain:
- (a) a balance of geographic representation,
 - (b) representation from both First Nation and non-First Nation communities,
 - (c) representation from existing tenure holders,
 - (d) representation from communities seeking to establish community forests, and
 - (e) representation from a range of community forest sizes.
- (5) Representation from communities seeking to establish community forests shall not exceed 2 organizations on the board of directors
- (6) Prior to becoming president of the board of directors of the BCCFA, that director must have served on the board for at least one term, preferably, but not limited to, at the executive level. BCCFA

- 31 (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 annual general meeting of the society, but is eligible for re-election at the meeting.

Consent to Act as Director

- 32 The election or appointment of an individual as a director is invalid unless
- (a) the individual consents in writing to be a director of the society, or
 - (b) the election or appointment is made at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director.

Resignation and Removal of Director

- 33 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- 34 The members may remove a director, before the expiration of his or her term of office, by special resolution as defined in the *Societies Act* and in accordance with the *Societies Act's* provisions regarding removal of a director, and may elect a successor to complete the term of office.

Remuneration

- 35 A director must not be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 6 — Proceedings of Directors

- 36 (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit, including via conference call or other electronic means.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
- (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
- 37 (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 board committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- 38 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 39 The members of a committee may meet and adjourn as they think proper.
- 40 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 the directors is present.
- 41 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) a notice of meeting of directors is not required to 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, if a quorum of the directors is present, are valid and effective.

- 42 (1) Unless otherwise required by the Act or these By-Laws, questions or resolutions arising at any meeting of the directors are to be decided by consensus as follows;
- (a) The goal is to reach consensus on all issues addressed by the board.
 - (b) It is recognized that there are degrees of agreement in consensus decision-making.
 - (i) Full agreement to support a decision.
 - (ii) Ability to "live with" the decision.
 - (iii) Stand aside. (A member does not necessarily agree with a decision, but will not block it.) Member may request formal recognition of a stand aside in the minutes.
 - (iv) Not ready to make a decision.
 - (v) No agreement.
 - (c) Consensus is defined as general agreement (points (i), (ii) & (iii) above) by the members of the board.
 - (d) A consensus agreement may be revisited only with the consensual support of the board.

(2) When consensus cannot be achieved and an impasse is reached, it is incumbent on those not in favour of the issue to bring forward to the board, in a reasonably timely manner, a proposed alternative that he/she/they believe(s) would be acceptable to the board. If after this second meeting the impasse had not been broken, the board will then utilize the voting procedure of Roberts Rules of Order, with a 66% majority vote."

- 43 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 44 A resolution in writing, signed by all the directors or approved via electronic means and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 — Duties of Directors on the Executive Committee

- 45 "Officer" means a Director who has been elected or appointed to hold a specific position on the board.
- 46 (1) The president presides at all meetings of the society and of the directors.
- (2) The president is the chief elected officer of the society and must supervise the other officers in the execution of their duties.
- 47 The vice president must carry out the duties of the president during the president's absence.
- 48 The secretary must do the following:
- (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;
 - (e) have custody of the common seal of the society

- 49 The secretary must have access to the register of members and all records and documents of the society except those required to be kept by the treasurer;
- 50 (1) The treasurer must have access to the financial records, including books of account,
- (2) The treasurer must render financial statements to the directors, members and others when required.
- 51 (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- (2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 25 (2).
- 52 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 - Reporting on remuneration of directors, employees and contractors

- 53 The financial statements of the society shall include a note providing the information required by the regulations in respect of remuneration paid by the society in that period, to the employees of the society, and to persons under a contract for services with the society, whose remuneration was at least \$75,000, or in such other amount as may be specified in the regulations
- 54 A note in the financial statements referred to subsection (1) need not identify directors, employees or other persons referred to in that subsection by name.

Part 9 - Employment of directors

- 55 A majority of the directors of a society must not receive or be entitled to receive remuneration from the society under contracts of employment or contracts for services.

Part 10 — Seal

- 56 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 57 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 11 — Borrowing

- 58 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 the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 59 A debenture must not be issued without the authorization of a special resolution.
- 60 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 12 — Auditor

- 61 This Part applies only if the society is required or has resolved to have an auditor.
- 62 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.

- 63 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 64 An auditor may be removed by ordinary resolution.
- 65 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 66 A director or employee of the society must not be its auditor.
- 67 The auditor may attend general meetings.

Part 13 — Notices to Members

- 68 A notice may be given to a member, personally either via electronic mail or by mail to the member at the member's registered address.
- 69 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 70 (1) Notice of a general meeting must 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 a notice of a general meeting.

Part 14 - Indemnification of Directors and Senior Managers

- 71 Subject to the provisions of the *Societies Act*, the board must take all reasonable steps to cause the BCCFA to indemnify a current or former director or senior manager of the BCCFA and their respective heirs and personal representatives against costs, charges and expenses incurred by all or any one of them by reason of that person being or having been a current or former director or senior manager of the BCCFA or arising from the functions assigned to them by the *Societies Act* or under these Bylaws.
- 72 The board must cause the BCCFA to purchase and maintain insurance for the benefit of any person who is serving or has served as a director or senior manager of the BCCFA and his or her heirs or personal representatives against liability the BCCFA incurred by that person while acting as director or senior manager performing the functions assigned to them under the *Societies Act* or these Bylaws. Acting reasonably and in good faith the board may determine the type and amount of insurance coverage required for purposes of this Bylaw and taking into consideration the provisions of the *Societies Act*.

Part 15 — Bylaws

- 73 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
- 74 These bylaws must not be altered or added to except by special resolution.