

Societies Act

GRANITE CREEK PRESERVATION SOCIETY

BY-LAWS OF THE GRANITE CREEK PRESERVATION SOCIETY (the Society)

Part 1 - Conditions of Membership

- 1.1 Membership in the Society shall be open to persons upon payment of the membership fee to the Treasurer.
- 1.2 The individual membership fee shall be ten dollars (\$10.00) per annum, or such other sum as may be determined from time to time by the members in a General Meeting.
- 1.3 A member three (3) months in arrears is considered to be not in good standing and is no longer entitled to vote.
- 1.4 A person's membership in the Society is terminated if the person is not in good standing for twelve (12) consecutive months.
- 1.5 Any member may withdraw from the Society by delivering a written resignation to the Secretary of the Society.
- 1.6 Any member may be required to resign by a vote of 2/3 of the members present at a Special General Meeting or at the Annual General Meeting of the Society.

Part 2 - Board

- 2.1 The property and business of the Society shall be managed by a Board comprising a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, and up to six (6) other Directors, to be elected at the Annual General Meeting. The Past-Chairperson shall be *ex officio* a member of the Board.
- 2.2 Only members in good standing of the Society shall be eligible for election to the Board.
- 2.3 The quorum of the Board shall be a majority of the members of the Board.
- 2.4 The office of Director shall be automatically vacated:

- a) if a Director shall resign her office by delivering a written resignation to the Secretary of the Society,
 - b) if a Director is found to be unable to fulfill her duties,
 - c) if, at a Special General Meeting of members, a resolution is passed by 2/3 of the members present at the meeting that she be removed from office, or
 - d) on death,
- provided that, if any vacancy shall occur for any reason contained in this paragraph, the Board, by resolution, may fill the vacancy with a member of the Society. There shall be a presumption that a Director is unable to fulfill her duties when she shall have missed three consecutive Board meetings without adequate notification.

- 2.5 A Director shall hold office until the next Annual General Meeting of members following her election or appointment.
- 2.6 Meetings of the Board may be held at any time and place to be determined by the Board, provided that notice of such meeting shall be conveyed to each Director. A majority of the Board can discuss and pass a resolution by email or other electronic means.
- 2.7 The Board may exercise all such powers of the Society as are not required by the *Societies Act* or by these By-Laws to be exercised by the members at General Meetings.
- 2.8 The Directors shall have power to authorize expenditures on behalf of the Society from time to time and may delegate, by resolution to an Officer or Officers of the Society, the right to employ and pay salaries to employees.
- 2.9 For the purpose of carrying out the objects of the Society, the Directors may borrow or raise money, with or without security, or secure the payment of money in such manner as they see fit, by resolution passed at any General Meeting.
- 2.10 The Board shall take such steps as it may deem requisite to enable the Society to receive donations and benefits for the purpose of furthering the objects of the Society.
- 2.11 The Officers of the Society shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be held by the same person simultaneously.
- 2.12 The remuneration of all Officers, agents, and employees shall be fixed by the Board. All remuneration so determined and paid shall be reported to the members of the Society at the following Annual General Meeting.
- 2.13 The Society shall not pay remuneration to a Director or Officer for being a Director or Officer, but the Society may, subject to the *Societies Act*, pay remuneration for services provided by them in another capacity.

2.14 No part of the income of the Society shall be payable or otherwise available for the personal benefit of any proprietor, member, Director, Officer or shareholder.

2.15 Any member of the Society may attend meetings of the Board and shall have voice, but no vote, at such meetings.

Part 3 - Duties of Officers

3.1 The Chairperson shall be the Chief Board Officer of the Society. She shall:

- a) preside at all meetings of the Society,
- b) see that all orders and resolutions of the Board are carried into effect,
- c) sign, with the Secretary or other Officer appointed by the Board for the purpose, all By-Laws and other documents requiring the signature of the Officers of the Society.

3.2 The Vice-Chairperson, in the absence or disability of the Chairperson, shall perform the duties and exercise the powers of the Chairperson and shall perform such other duties, from time to time, as shall be required of her by the Board.

3.3 The Treasurer, or her agent, duly appointed by the Board, shall:

- a) collect and receive, on behalf of the Society, all fees, dues, assessments, donations, gifts, grants, and monies due or made to the Society,
- b) have the custody of the Society's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Society,
- c) deposit all monies in the name and to the credit of the Society and in such depositories as may be designated by the Board from time to time,
- d) disburse the funds of the Society as may be ordered by the Board, taking proper vouchers for such disbursements,
- e) render to the Chairperson and Directors at the regular meeting of the Board, or whenever they may require it, and account of all her transactions as Treasurer and of the financial position of the Society,
- f) if required by the Board, give the Society a bond for the faithful performance of the duties of the office and for the restoration to the Society, in case of her death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in her possession or under her control belonging to the Society,
- g) perform such other duties, from time to time, as may be determined by the Board.

3.4 The Secretary shall:

- a) attend all meetings of the Board and all meetings of the members and act as clerk thereof and record votes and minutes of all proceedings in the books to be kept for that purpose,

- b) give, or cause to be given, notice of all meetings of the members and of the Board,
- c) perform such other duties, from time to time, as may be prescribed by the Board.

Part 4 - Meetings

- 4.1 A General Meeting will be held at the time and place the Board determines. At least seven (7) days' prior notice shall be given to each member of any General Meeting.
- 4.2 Voting members may attend and vote at any meeting in person, by video conferencing, or other electronic means. Each member present at a meeting shall have the right to exercise one vote.
- 4.3 The quorum for the transaction of business at a General Meeting is three (3) voting members or 10% of the voting members, whichever is greater.
- 4.4 At all meetings of members of the Society, every question shall be determined by a majority of votes unless otherwise specifically provided by the *Societies Act* or by these By-Laws.
- 4.5 The Annual General Meeting of the members of the Society shall be held during the month of March at the head office of the Society or elsewhere in British Columbia as the Board shall designate, at such time and date as is decided by the Board. At such meeting, the members of the Society shall elect a new Board, and the Chairperson shall present her report. The first item of business at the Annual General Meeting shall be the adoption of the agenda.
- 4.6 At least fourteen (14) days' prior written notice shall be given to each member of any Annual or Special General Meetings of members.
- 4.7 The Board shall convene a Special General Meeting on written request of not less than five (5) members of the Society, the object of which shall be stated in the request.

Part 5 - Amendment of By-Laws

- 5.1 The By-Laws of the Society may be repealed or amended by a majority of not less than 2/3 of the votes of the members present at an Annual General Meeting, or at a Special General Meeting duly called for the purpose of amending the By-Laws, provided there is a quorum, and provided that fourteen (14) days' notice of the proposed amendments be given in writing to every member of the Society, and provided that the enactment, repeal,

or amendment of such By-Law shall not be enforced or acted upon until the approval of the Registrar of Companies has been obtained.

Part 6 - Signature and Certification of Documents

- 6.1 Contracts, documents, or any instruments in writing requiring the signature of the Society shall be signed by two Officers, one of whom shall be the Chairperson, and all contracts, documents, and instruments in writing so signed shall be binding upon the Society without any further authorization or formality.

Part 7 - Rules and Regulations

- 7.1 The activities and purposes of the Society shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society.
- 7.2 The financial year of the Society shall be from the 1st of January, or such other time as the members, from time to time, may determine by a resolution passed at an Annual General Meeting or Special General Meeting. The Board shall make available the books and records of the Society for inspection upon written request by any member of the Society.
- 7.3 The Board may prescribe such rules and regulations not inconsistent with these By-Laws relating to the management and operation of the Society as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual General Meeting of the members of the Society when they shall be confirmed or, in default of confirmation at such Annual General Meeting of members, shall cease to have force and effect at and from that time.
- 7.4 Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges and expenses which are properly incurred in the winding up shall be distributed to a registered charity in British Columbia, as defined in the Income Tax Act (Canada), as may be determined by the members of the Society at the time of winding up or dissolution.
- 7.5 In these By-Laws, the singular shall include the plural and the plural the singular; the masculine shall include the feminine and the feminine the masculine.

