

# Columbia Headwater Community Forest Association

## Constitution

- 1) The name of the society is Columbia Headwaters Community Forest Association.
- 2) The purposes of the society are to:
  - a) promote sustainable forest practices in the Columbia Headwaters region of British Columbia;
  - b) promote forestry initiatives for the benefit of the Columbia Headwaters region;
  - c) develop and carry out activities and programs which support the long-term cultural, social and economic sustainability of the Community Forest area;
  - d) develop a stewardship approach to forest management that will enhance and protect the ecological, biodiversity, forest diversity, watershed and visual values in the Community Forest;
  - e) promote public education of sustainable forest management; and,
  - f) conduct operations in a manner that facilitates the ongoing operation of a Community forest in the Columbia Headwaters region.

### 3) Wind-up

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 or registered charities in British Columbia, as defined by the Income Tax Act (Canada), as may be determined by the members of the Society at the time of winding up or dissolution. This article is unalterable.

### 4) Non-Profit

The activities of the Society shall be carried on without purpose of gain for the Members and any profits or other accretions to the Society shall be used as and when determined by the Directors of the Society in promoting the purposes of the Society. This article is unalterable.

# Columbia Headwaters Community Forest Association

## Bylaws

### Part 1 — Interpretation

1. (1) In these bylaws, unless the context otherwise requires:
  - i. "Area F" means electoral Area F of the Regional District of East Kootenay;
  - ii. "Area G" means electoral Area G of the Regional District of East Kootenay;
  - iii. "Columbia Headwaters" means the area of the Regional District of East Kootenay comprising of Electoral Area "F" and Area "G" and including the Shuswap First Nation, the Akisqnuq First Nation, the District of Invermere, the Village of Radium Hot Springs, and the Village of Canal Flats, or such area as shall be defined by the Society from time to time, but which shall not be larger than that area described herein;
  - iv. "directors" means the directors of the Society for the time being;
  - v. "Local Government" means individually the Regional District of East Kootenay Electoral Area "F", Regional District of East Kootenay Electoral Area "G", District of Invermere, Village of Radium Hot Springs, Village of Canal Flats, Akisqnuq First Nation, and Shuswap First Nation;
  - vi. "Society Act" means the Society Act of British Columbia from time to time in force and all amendments to it;
  - vii. "registered address" of a member means the member's address as recorded in the register of members.
  - viii. "resident" means a person who resides in the Province of British Columbia for at least six months of each calendar year.
- (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
2. Words imparting the singular include the plural and vice versa, and words imparting a male person include a female person.

### 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. (1) A person may apply to the directors for membership in the Society and on acceptance by the directors is a member.
  - (2) To qualify for acceptance as a member of the Society as an individual member a person must:
    - i) be a minimum of 18 years of age;
    - ii) must either:

- a) have been a resident of Columbia Headwaters region for minimum of 30 days immediately prior to seeking membership; or,
  - b) be an owner of land within the Columbia Headwaters region and resident of BC for at least six months immediately prior to seeking membership;
- iii) pay annual dues of as set out in Appendix "A".
- (3) A new member must have had a valid membership for at least 30 days immediately prior to a general meeting to be eligible to vote at that general meeting.
- (4) Any group, organization or corporation may apply to the directors for membership in the Society and on acceptance by the directors is a member. To qualify for acceptance as a member of the Society a group, organization or corporation must actively be conducting business, non-profit activities or the activities of a society within the Columbia Headwaters region and pay annual dues as set out in Appendix "A". A group, organization or corporate member must have held a valid membership for at least 30 calendar days prior to a general meeting to be eligible to vote at a general meeting. A group, organization or corporate member shall have one vote at any general meeting.
- (5) A Local Government may apply to the directors for membership in the Society and on acceptance by the directors is a member. A Local Government member shall have one vote at any general meeting.
5. Every member must uphold the constitution and comply with these bylaws.
6. (1) 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.
7. (1) An individual 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;
  - (c) on being expelled;
  - (d) on having been a member not in good standing for 12 consecutive months, or;
  - (e) on ceasing to either:
    - i. be a resident of the Columbia Headwaters region, or;
    - ii. be an owner of land within the Columbia Headwaters region and resident of BC.
- (2) A group, organization or corporation ceases to be a member of the Society
- (a) by delivering their resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;
  - (b) on ceasing to conducting business, non-profit activities or the activities of a society within the Columbia Headwaters region;

- (c) on being expelled, or;
  - (d) on having been a member not in good standing for 12 consecutive months.
- (3) A local government member ceases to be a member of the Society
- (a) by delivering their resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society, or;
  - (b) on having been a member not in good standing for 12 consecutive months.
8. (1) A member, except a local government, 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) The member who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his or her current annual membership fee, and the member is not in good standing so long as the fee remains unpaid.

### **Part 3 — Meetings of Members**

10. General meetings of the Society must 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. The Directors shall convene an extraordinary general meeting upon receipt of a petition of 10% of members in good standing. The meeting shall be convened not later than 75 days following receipt of the petition by the Society.
13. (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.
- (3) At least 60 days prior to the date for a proposed annual general meeting the Secretary shall give notice to the members, in accordance with clause 13(4), calling for submissions from the membership to be included on the agenda at the annual general meeting. Any such submissions by members shall be delivered to the Society at least 45 days prior to the proposed Annual General Meeting date.
- (4) Notice of any members' meeting, including the call for submissions from the membership in clause 13(3) above, is deemed to have been given to every member if, at least two weeks prior to such meeting, notice thereof is published in an issue of a newspaper customarily circulating in Columbia Headwaters region, and is published a second time in the same way at least one week prior to the meeting, and is posted on the Columbia Headwaters Community Forest Association website.

(5) Notice of proposed amendments to the constitution and bylaws is deemed to have been given to every member if, at least two weeks prior to the meeting at which the proposed amendments are to be considered, notice thereof is published in an issue of a newspaper customarily circulating in Columbia Headwaters region, and is published a second time in the same way at least one week prior to the meeting, and is posted on the Columbia Headwaters Community Forest Association website for a minimum of 3 weeks prior to the meeting at which the proposed amendments are to be considered.

14. The first annual general meeting of the Society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must 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 rules of order, and

(b) all business conducted at an annual general meeting, except the following:

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 resolved by the members;

vii. the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

16. (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 15% of 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, 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.

18. Subject to bylaw 19, 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.

19. 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.
20. (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.
21. (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.
22. (1) A member in good standing present at a meeting of members is entitled to one vote.
  - (2) Voting is by show of hands unless a majority of members present requests voting by secret ballot.
  - (3) Voting by proxy is not permitted.
23. In the event that a member chooses to abstain from voting at a meeting, that decision shall count neither as a vote for nor as a vote against the motion, and a record of those abstaining shall be placed in the minutes along with those for and against when a decision is made to count a vote.

#### **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 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.
25. (1) The president, vice president, secretary, treasurer and 5 other members are the directors of the Society.

- (2) The number of directors must be 9 or a lesser number determined from time to time at a general meeting.
  - (3) One director shall be appointed at the pleasure of each Local Government member to a maximum of five (5) directors at any one time.
26. (1) The term of a director shall be two (2) years, except that the term for four (4) of the directors first appointed or elected, as the case may be, in the Society's first year shall be one year terms. The purpose of this one year term is to establish a staggered term for the appointment or election of new directors and to create continuity in the directors of the Society.
- (2) There shall be no nominations from the floor or debate on the nominations at the Annual General Meeting.
  - (3) A director's election may be by acclamation; otherwise it must be by secret ballot. If an election is to be by secret ballot it shall be in accordance with the following procedures:
    - i. The Board shall appoint a balloting committee to oversee a director(s) election in accordance with the provisions of these bylaws and the BC Society Act;
    - ii. Balloting shall be in person.
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 annual general meeting of the Society, but may run for re-election at the meeting.
28. (1) If a director resigns from his or her office or otherwise ceases to hold office, having completed less than 18 months of a 2 year term or 6 months of a 1 year term, the remaining directors must 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 fewer than the prescribed numbers of directors in office.
29. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
30. A director must not be remunerated for being or acting as a director, but a director must 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**

31. (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.
- (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.
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 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.
33. 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.
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 the 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, fax or email, 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.
37. (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote, and the motion fails.
38. 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.
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 a meeting of directors.

#### **Part 7 — Duties of Officers**

40. (1) The president presides at all meetings of the Society and of the directors.
- (2) The president is the chief executive officer of the Society and must supervise the other officers in the execution of their duties.
41. The vice president must carry out the duties of the president during the president's absence.

42. 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,
- (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 must:

- (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,
- (c) submit monthly financial reports, for approval by the directors, at regular monthly meetings, such reports being a record of revenue and expenditures and cash balances, and
- (d) present to the directors no more than 3 months after the Society's year end, statements for review before presentation at the annual general meeting.

44. The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

45. In the absence of the secretary from a meeting, the directors must 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 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 9 — Borrowing**

48. 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.

49. A debenture must not be issued without the authorization of a special resolution.

50. 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 10 — Auditor**

51. This Part applies only if the Society is required or has resolved to have an auditor.
52. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
53. 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.
54. An auditor may be removed by ordinary resolution.
55. An auditor must be promptly informed in writing of the auditor's appointment or removal.
56. A director or employee of the Society must not be its auditor.
57. The auditor may attend general meetings.

#### **Part 11 — Notices to Members**

58. A notice, other than notice of a members meeting pursuant to clause 13(4), may be given to a member, either personally or by mail to the member at the member's registered address.
59. A notice sent by mail is deemed to have been given on the seventh 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.
60. (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 12 — Bylaws**

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

**Appendix "A" – Annual Membership Fees**

In order to become a member, all individuals, groups, organizations and corporations must submit the fees outlined below and be approved by the Board of Directors:

- |   |       |
|---|-------|
| 1. Individual membership  | \$20  |
| 2. Any Society or Association incorporated under the BC Society Act | \$100 |
| 3. Corporation/Business (fee based upon number of employees)        |       |
| a. 1-10 employees   | \$100 |
| b. 11-50 employees  | \$250 |
| c. 51 plus employees  | \$750 |
| 4. Local Government   | \$100 |