

# **CONSTITUTION AND BYLAWS**

## **DERBY REACH BRAE ISLAND PARKS ASSOCIATION**

### **CONSTITUTION**

1. The name of the Society is the DERBY REACH BRAE ISLAND PARKS ASSOCIATION.
2. The purpose of the Association is to promote appreciation, understanding and enjoyment of Derby Reach and Brae Island Regional Parks while preserving and enhancing their natural and historical features. In particular, the Association will, in partnership with Metro Vancouver:
  - a) Encourage understanding and appreciation of the natural and historical features of Derby Reach and Brae Island Regional Parks through interpretive, educational and other informational programs.
  - b) Promote recreational activities that are compatible with the overall goal of safeguarding and enhancing the natural and historical features of the parks.
  - c) Advance region-wide stewardship and enjoyment of the broad range of natural and human-made resources of Derby Reach and Brae Island Regional Parks while being sensitive to the concerns of the neighbors of the parks.
  - d) Develop site-specific input and recommendations for the Derby Reach and Brae Island Regional Parks as well as advice about system-wide policies and practices that may affect Derby Reach and Brae Island Regional Parks.
  - e) Assist individual users, community groups, agencies and Metro Vancouver in achieving mutually beneficial and compatible goals.
  - f) Maintain a broadly-based, inclusive Association with a representative executive that will actively advance mission objectives.

# BYLAWS

## 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 and all amendments to it;
    - c) "registered address" of a member means his/her address as recorded in the register of members;
    - d) "ordinary resolution" means a resolution passed in a general meeting by the members of the Society by a simple majority of the votes cast in person;
    - e) "special resolution" means a resolution passed in a general meeting by a majority of not less than 66.7% who vote at the meeting. A special resolution is required to: amend the bylaws, change the objects, remove a director, expel a member, issue debentures and surrender the certificate of incorporation;
    - f) "parks" refers to Derby Reach and Brae Island Regional parks;
  - (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
  - (3) The operations of the Association are to be carried out mainly in the general vicinity of Derby Reach and Brae Island Regional Parks, the Municipality of the Township of Langley, and Metro Vancouver. ***This provision was previously unalterable.***
  - (4) The Association shall be conducted without the purpose of gain for its members and any income, profits or other accretions to the Association shall be used in promoting the purposes of the Association. ***This provision was previously unalterable.***
2. Words importing the singular include the plural and vice versa; and words importing a person include 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 on acceptance by the directors shall be a member and placed on the registration roster. Every member shall uphold the Constitution and the Bylaws of the Society.
5. The amount of the first annual membership dues, if any, shall be determined by the directors, and, after that the annual membership dues, if any, shall be determined at the annual general meeting of the Society.
6. A person shall cease to be a member of the Society
  - a) by delivering his/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/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 twelve (12) consecutive months.

7. (1) A member may be expelled by special resolution of the members passed at a general meeting.
  - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the 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.
8. Every member of the Society shall be entitled to attend any meeting of the Society and to hold any office.
9. All members are in good standing except a member who has failed to pay his/her current annual membership fee or any other subscription or debt due and owing by him/her to the Society and he/she is not in good standing so long as the debt remains unpaid.

### **PART 3 - MEETINGS OF MEMBERS**

10. (1) General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the directors decide, and shall be held as often as the business of the Society requires.
  - (2) The directors shall convene a general meeting if a petition signed by a minimum of 10% of the general membership is sent by registered mail to the legal address of the Society.
  - (3) In the event of a meeting to be convened pursuant to s. 10(2) herein, the time of such meeting shall be not more than twenty-eight (28) days after the date on which the initiating petition is received by the Society.
11. (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, and notice of a general meeting shall be delivered in accordance with 'Part 11 - Notices to Members', fourteen (14) days prior to the date of the meeting.
  - (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.
12. The first annual general meeting of the Society shall be held not more than fifteen (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 fifteen (15) months after the holding of the last preceding annual general meeting.

## **PART 4 - PROCEEDINGS AT GENERAL MEETINGS**

13. Special business is
  - a. all business at a general meeting except the adoption of rules or 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 of directors;
    - iv. the report of the auditor, if any;
    - v. the election of directors;
    - vi. the appointment of the auditor, if required; and
    - vii. 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.
14.
  - (1) No business, other than the election of a chair 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 seven (7) members unless the membership is more than seventy (70) in which case a quorum is ten percent (10%) of the members.
15. If within thirty (30) minutes of the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisitions 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 thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.
16. Within fifteen (15) minutes of the appointed time, the directors present or in the absence of directors, the members present, shall choose by a show of hands from one of their number to be chair for a general meeting.
17.
  - (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 ten (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 general meeting.
18.
  - (1) Any resolution proposed at a meeting must be seconded and the chair of a meeting may move or propose a resolution.

- (2) The chair may not cast a vote other than to either cause or to break a tie.
- 19. (1) A member present at a meeting of members and who was on the register of members on the day the notice of the meeting was delivered and who is a member in good standing is entitled to one vote.
- (2) Subject to s. 18(2), voting is by show of hands, unless and until one of the members requests it to be otherwise, for some specific motion or motions, or for the balance of a given meeting, in which case it will be by a method agreed upon by the majority in a vote by show of hands.
- (3) Voting by proxy is not allowed.

## **PART 5 - DIRECTORS AND OFFICERS**

- 20. (1) The directors, who must be members in good standing in the Society, 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 to time by the Society in a general meeting.
- (2) No rule, made by the Society in a general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
- 21. (1) The president, vice-president, secretary, treasurer and three (3) other persons shall be the directors of the Society making the number of directors seven (7) or a greater number as determined by the directors.
- (2) The directors shall be responsive to the mission statement and purpose of the Society, the membership and the broader community.
- 22. (1) Each year, a Nominating Committee will request, receive and evaluate nominations and will submit a list of recommended nominees for election at the annual general meeting. Nominations must be received no less than 14 days before the annual general meeting.
- (2) At the first meeting of the directors after the Annual General Meeting, the directors will elect a president, vice-president, secretary, treasurer and any other positions deemed necessary by the directors to fulfill the purposes of the Society.
- (3) Directors shall be elected for a two-year term, except that at the first election of directors not less than half shall be elected for a one-year term. Approximately half of the directors retire from office at each Annual General Meeting when their successors shall be elected. An election may be by acclamation; otherwise it shall be by ballot.

- (4) In order to seek election to the Board, a person must be a member in good standing 30 days prior to an annual general meeting.”
23. (1) A director may be re-elected but may not serve in the same office for more than three (3) consecutive terms.
    - (2) The directors may from time to time appoint a member as a director to fill a vacancy caused by a director’s premature departure from his/her position (whether voluntary or otherwise); the position of any director appointed to fill such a vacancy will be up for election at the first following annual general meeting; time served by such an appointed director as between appointment and the first following annual general meeting shall not count as a term for the purposes of s.22(3) herein.
    - (3) A director’s term shall cease if he/she misses three (3) consecutive meetings without just cause; whether there was just cause shall be determined at the first meeting of directors following the third consecutive meeting missed by the director in question; the director in question shall be excused from the absences only in the event that the majority of the other directors votes to find that there was just cause for the absences.
  24. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
  25. A director may be removed from office by special resolution and another director may be elected, or appointed by ordinary resolution, to serve during the balance of the term.
  26. 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/her while engaged in the affairs of the Society and which are given approval by vote of the directors.

## **PART 6 - PROCEEDINGS OF DIRECTORS**

27. (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 quorum shall be at least four (4) directors or a greater number equal to a simple 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 thirty (30) minutes after the time appointed for holding the meeting, the vice-president must act as chair; but if neither is present the directors may choose one of their number to be chair at that meeting.
  - (4) A director may at any time request a meeting of directors. The secretary, on the request of a director, shall convene a meeting of the directors.

28. (1) The directors may delegate any but not all powers and duties to committees and each committee shall have a director appointed by the directors as a committee member.
  - (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every action or recommendation to the next meeting of the directors.
  - (3) The president or his or her designate may choose to sit as an ex-officio member of any committee established by the directors.
29. A committee must elect a chair of its meeting; but if no chair is elected, or if at a meeting the chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their numbers to be chair of the meeting.
30. The members of a committee may meet and adjourn as they think proper.
31. 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 of a director, 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.
32. 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, cable, e-mail or facsimile, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (1) no notice of meeting of directors shall be sent to that director; and
  - (2) any and all meeting of the directors of the Society, notice of which has not been given that director shall, if a quorum of the directors is present, be valid and effective.
33. Questions arising at a meeting of the directors or committee of directors shall be, whenever possible, decided by consensus. When the chair deems that no consensus can be reached about a question, it shall be decided by a majority of votes.
34. Any resolution proposed at a meeting of directors or a committee of directors must be seconded and the chair of a meeting may move or propose a resolution.
35. A resolution in writing, signed by all the directors and placed with the minutes of the directors is a valid and effective as if regularly passed at a meeting of directors.

## **PART 7 - DUTIES OF OFFICERS**

36. (1) Subject to bylaw sixteen (16) the president shall preside at all meetings of the Society and of the directors.
- (2) The president is the chief executive officer of the Society and shall supervise the other

officers in the execution of their duties.

37. The vice-president shall carry out the duties of the chair during his/her absence.
38. The secretary 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.
39. The treasurer 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.
40. (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 seven (7).
41. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at that meeting.

## **PART 8 – SEAL**

42. The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
43. The common seal must 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 president and secretary or president and secretary-treasurer.

## **PART 9 - BORROWING**

44. The members may by special resolution authorize the directors to borrow funds to carry out a specific project that advances the purposes of the Society. The directors shall not borrow money without the sanction of a special resolution passed at a general membership meeting.

## **PART 10 - AUDITOR**

45. This Part applies only where the Society is required or has resolved to have an auditor.
46. The first auditor shall be appointed by the directors and thereafter an auditor shall be appointed, when



required, at a general meeting by ordinary resolution.

47. An auditor may be removed by ordinary resolution.
48. An auditor shall be promptly informed in writing of appointment or removal.
49. No director and no employee of the Society shall be auditor.
50. The auditor may attend general meetings.

### **PART 11 - NOTICES TO MEMBERS**

51. A notice shall be given to a member, either personally, by mail, by facsimile, or by e-mail to him/her at his/her registered address.
52. A notice sent by mail, facsimile or e-mail shall be deemed to have been given on the second day following that 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 pursuant to item 11(1).
53. (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 a general meeting.

### **PART 12 - BYLAWS**

54. On being admitted to membership, each member is entitled to and the Society shall give him/her, without charge, a copy of the constitution and bylaws of the Society, upon written request.
55. These bylaws shall not be altered or added to except by special resolution.

### **PART 13 – DISSOLUTION**

56. In the event of the winding---up or dissolution of the Association, all the funds and assets of the Association remaining after payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Association shall be given, transferred and distributed to such organizations that at the time of the winding---up or dissolution of the Association (a) are registered Societies, (b) have purposes similar to those of the Association, (c) are designated by the members of the Association, and (d) are approved by Metro Vancouver. ***This provision was previously unalterable.***