


CAROL PREST

BYLAWS OF “Native Bee Society of BC” (the “Society”)

PART 1. DEFINITIONS AND INTERPRETATIONS

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. MEMBERSHIP AND FEES

Application for membership

- 2.1. Any person who supports the objectives of the Society may become a member upon payment of the annual fee and submission of the membership application form.
- 2.2. There are five categories of membership: regular members, honorary members, student members, youth members, and associate members.
 - a. Regular member: a paid member of the Society;
 - b. Honorary member: shall be granted to members who have made an outstanding contribution to native bee conservation and/or who have rendered outstanding service to the Society;
 - c. Student member: regular paid members of the Society who are currently enrolled in a recognized post-secondary educational institution or intend to return to that institution;
 - d. Youth member: may not vote or hold office, members who are primary or secondary school age and are currently in school or intend to return to school.
 - e. Associate member: may not vote or hold office, and are limited to businesses, associations, and non-governmental organizations.

Fees and assessments

- 2.3. Membership fees, if any, shall be set from time to time by simple majority vote of the Society at the Annual General Meeting and will be paid to the Treasurer.
- 2.4. The membership year shall be March 1 to February 28/29.
- 2.5. New members will pay their annual membership fees in full immediately upon application acceptance.
- 2.6. Student membership shall be 50% of regular membership dues.
- 2.7. Youth and honorary membership will not require payment of membership dues.

- 2.8. If a person wishes to join the society but does not have the financial means to pay the appropriate membership fee(s), fee(s) may be waived (in whole or part) pending approval by the Board.
- 2.9. Refund of fees shall not be given but may be considered in exceptional circumstances by the Board.

Membership duties

- 2.10. Each member in good standing shall be entitled to attend and to receive notice of every General and Special Meeting of the Society.
- 2.11. Each regular and student member in good standing, and each honorary member, shall be entitled to vote at every General or Special Meeting of the Society.
- 2.12. Members of the Society shall attend meetings of the Society, and shall have other duties as may be determined from time to time by the Board.
- 2.13. Any member is in good standing except a member who has failed to pay the current annual membership fee or any other subscription or debt due and owing by them to the Society. They are not in good standing so long as the debt remains unpaid.
- 2.14. A member shall cease to hold membership when the member's annual membership fees are in arrears, or when the member submits their resignation in writing to the Secretary.
- 2.15. For good and sufficient cause, the membership of any member may be terminated by a 70% vote of the members present at a General or Special Meeting of the Society. No such dismissal shall, however, be effective before the member concerned has been given the opportunity of being heard at a General or Special Meeting of the Society.

Indemnification

- 2.16. The Society shall indemnify and hold harmless every person who has been, is now, or in the future is a representative of the Society from any action or judgement as a result of being or having been a representative of the Society, if:
 - a. They acted honestly and in good faith with a view to the best interests of the Society, and;
 - b. In the case of a criminal or administrative action or proceeding, they had reasonable grounds for believing their conduct was lawful.

PART 3. DIRECTORS

Board of Directors

- 3.1. The Board shall consist of the immediate Past-President, President, Vice President, Secretary, Treasurer and additional Directors (Member(s)-at-Large) as needed.
- 3.2. Directors must be elected or appointed to one of the Board positions, and a director, other than the President, may hold more than one position.
- 3.3. The Board retains full power to act on behalf of the society within the bounds of these Bylaws, to appoint committees as necessary, and to meet expenses required in the normal operation of the society. The term of office for Board members shall be one year, commencing immediately after the election.
- 3.4. Any member who wishes to resign from the Board or a Committee, is entitled to vacate their position on giving 14 days written notice to the Secretary.

- 3.5. The Board shall administer the affairs of the society and shall represent the members in actions and decisions required between meetings of the members.

Duties of Board Members

- 3.6. The duties of the President shall be to:
 - a. Conduct meetings;
 - b. Direct business of the organization;
 - c. Call Special Meetings of the members and/or the Board when necessary;
 - d. Participate as an ex officio committee member of all Committees.
- 3.7. The Vice President shall assume the duties of the President in the absence of the President and assist the President as needed.
- 3.8. The duties of the Secretary shall be to:
 - a. Keep the minutes of all meetings and attendance records of the Society;
 - b. Have charge and maintain records of all minutes, papers, and documents of the Society;
 - c. Keep a record of Society membership;
 - d. Send out notices of the various meetings as required;
 - e. File the annual report of the Society and make any other filings with the registrar under the Act;
 - f. Perform other duties as required pertaining to correspondence and records of the Society;
 - g. In the case of the absence of the Secretary, their duties shall be substituted to another Board member as appointed by the President.
- 3.9. The duties of the Treasurer shall be to:
 - a. Collect the annual dues from members and deposit them in the Society's accounts after properly recording the transactions;
 - b. Pay out such funds as are approved by the Board;
 - c. Keep complete and accurate records of all monies received and expended;
 - d. Prepare and present a financial report at each General and Special Meeting of the Society;
 - e. Annually prepare and present a written statement of the Society's annual income, expenses, and current assets and liabilities;
 - f. In the case of the absence of the Treasurer, their duties shall be substituted to another Board member as appointed by the President.

Signing authority

- 3.10. 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 two other directors;
 - d. In any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 4. ELECTIONS

- 4.1. The President, Vice President, Secretary, Treasurer, and additional Directors (if applicable) are elected at the Annual General Meeting.

- 4.2. Members in good standing shall elect the Board of Directors of the Society at each Annual General Meeting for the following 12 month period.
 - a. A simple majority of votes cast shall be required to elect Board members.
 - b. Newly elected Board members shall take office immediately following the vote.
- 4.3. Board members shall be elected each year to serve for one year.
- 4.4. Nominations packages shall be accepted a minimum of 14 days prior to the Annual General Meeting, and require a seconder and approval of the person so nominated.
- 4.5. Elections shall be conducted by a show of hands, unless in any given year, a motion is put forward and passed to hold that year's election by secret ballot.
- 4.6. A person appointed or elected to the Board becomes a Board member if they were present at an Annual General Meeting when being appointed or elected, and did not refuse the appointment. They may also become a Board member if they were not present at the meeting but consented in writing to act as one before the appointment or election, or within ten days after the appointment or election, or if they acted as Board member pursuant to the appointment or election.
- 4.7. Any vacancy in office (except that of President) on the Board that occurs between elections shall be filled by appointment by the President, with the concurrence of the Board, the term of office such co-opted member(s) to terminate at the end of the specified term.
- 4.8. A vacancy in the office of President shall be filled by the Vice President who will then serve their normal term as President.
- 4.9. If a successor is not so elected, the person previously elected or appointed may, if they wish, continue to occupy the office until replaced.
- 4.10. Members of the Society may, by a 70% vote at a General or Special Meeting, remove a Board member before the expiration of their term of office and may appoint a successor to complete the term of office.
- 4.11. Any Board member who misses three consecutive Board meetings may be removed from office pending a vote by the Board.

PART 5. MEETINGS

Annual General Meeting

- 5.1. The first Annual General Meeting of the Society shall be held when called by the founding Board and shall not be more than 15 months after date of incorporation.
- 5.2. An Annual General Meeting must be held at least once in a calendar year and not more than 15 months after the holding of the last Annual General Meeting.
- 5.3. Notice of such meeting will be provided to all members in good standing by emailing a notice or posting a notice to the Society's website at least 14 days prior to the annual meeting.
- 5.4. The notice must specify the place, the day, and the hour of the meetings, and in the case of special business the general nature of that business.
- 5.5. The President or a majority of the Board may call Special Meetings of all members of the Society, and any such meeting requires at least seven days advance notice to members.
- 5.6. The quorum for Annual General Meetings and Special Meetings will be 10 Society members.

Regular meetings

- 5.7. Members of the Society shall meet several times per year, on a date and time specified, where no Society votes will take place.
- 5.8. Notice of all such meetings will be provided to all members in good standing by emailing a notice or posting a notice to the Society's website at least 14 days prior to the meeting.

Meetings of the Board

- 5.9. Meetings of the Board shall be called for by any one member of the Board. Prior notice of the meeting shall include a statement of the purpose thereof.
- 5.10. The quorum for meetings of the Board will be one of either the President/Vice President, and at least two additional Board members.

Operation of meetings

- 5.11. Robert's Rules of Order shall be the authority on questions of parliamentary procedure.
- 5.12. Any proposed changes to the Constitution and/or Bylaws must be presented and voted on at an Annual General Meeting or Special Meeting.
- 5.13. The Secretary must notify the membership at least 14 days in advance, of any proposed changes to the Constitution or Bylaws, as well as the time and place such changes will be voted upon.
- 5.14. A 70% vote of the members in good standing and present at the meeting shall be required to amend the Constitution and/or Bylaws.
- 5.15. The order of business at all regular meetings of the Society shall be as follows:
 - a. Meeting called to order;
 - b. Adoption of Agenda;
 - c. Adoption of minutes of previous monthly meeting;
 - d. Report and approval of financial statement;
 - e. Reports of the Board and Committees;
 - f. Unfinished or old business;
 - g. New business;
 - h. Presentation(s), program, or other main feature;
 - i. Questions and answers;
 - j. Adjournment.

PART 6. FINANCIAL SPECIFICATIONS**Finances**

- 6.1. No indebtedness shall be incurred by any Board member, Committee member, or any other member, on behalf of the Society, except as authorized by a majority vote of the Board.
- 6.2. The Society shall not exercise any borrowing powers unless such have been approved generally or specifically by a majority vote at an Annual General Meeting or Special Meeting.
- 6.3. The Society's dues and monies in excess of operating expenses shall be placed into an account to accumulate interest.
- 6.4. The funds of the Society, however derived, shall not be expensed for any objects inconsistent with the purpose of the Society or unauthorized by the Act.

- 6.5. Nothing herein shall preclude the acceptance of donations or funds from any source in support of the work of the Society, but such acceptance shall be subject to review and approval by the Board.

Audit

- 6.6. Annually at the end of each fiscal year, the Society's records of accounts shall be reviewed and/or audited by a person or persons appointed by the Board in accordance with requirements under the Act.
- 6.7. If the Society ceases to exist at some future time, while still possessing any assets, those assets shall be donated to a non-profit organization funding education or research for native bee conservation in Canada, at the discretion of the Board.

Record-keeping

- 6.8. A copy of the annual financial statements and/or minutes of the Annual General, Special, and Board meetings shall be made available to any member in good standing within 14 days of receiving a written request.

Remuneration

- 6.9. No Board member shall be entitled to any remuneration for serving on the Board.
- 6.10. These Bylaws do not permit the Society to pay to a Board member remuneration for being a Board member, but the Society may, subject to the Act, pay remuneration to a Board member for services provided by the Board member to the Society in another capacity.

PART 7. COMMITTEES

- 7.1. The Society may from time to time constitute Committees for the operation and advancement of the Society's aims.
- 7.2. All Committees shall be appointed by the President, unless provision for their selection has already been made by a motion, carried by a majority vote of the Society's members present at a General or Special Meeting.