

SCHEDULE "B"

BYLAWS OF **MORRELL SANCTUARY SOCIETY FOR ENVIRONMENTAL EDUCATION**

Part 1 –Definitions and Interpretations

1. In these bylaws unless the context otherwise requires:
 - (1) "Director" means a director of the Society.
 - (2) "Act" means the Societies Act of the Province of British Columbia and all amendments to it.
 - (3) "Board" means the Directors of Morrell Sanctuary Society for Environmental Education.
 - (4) "Registered Address of a Member" means their address as recorded in the register of members.
 - (5) "Society" means Morrell Sanctuary Society for Environmental Education.
 - (6) "Officer" means one (1) of the following; president, vice-president, secretary, treasurer, and by virtue of their position as an officer, is also a director of the Society.
2. The definitions in the Act apply to these Bylaws.
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.

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Part 2 – Membership

4. There are five (5) membership categories; single, family, life, group and corporation.
5. A person, being the full age of majority, may apply to the directors for membership in the Society and on acceptance by the directors and payment of dues, shall be a member.
6. Every member shall uphold the Constitution and comply with these Bylaws. Every member has the right to vote and take part in the affairs of the Society.
7. The amount of membership dues shall be determined at annual general meetings of the Society.
8.
 - (1) A person shall cease to be a member of the Society
 - (a) by delivering their resignation in writing to the Secretary of the Society or by delivering it to the address of the Society.
 - (b) on the member's death or in the case of a corporation on dissolution, or
 - (c) on being expelled, or
 - (d) having been a member not in good standing for six (6) consecutive months.
 - (2) Prorated paid annual membership fees will not be reimbursed.
9.
 - (a) A member may be expelled by special resolution for conduct detrimental to the Society.
 - (b) The notice of special resolution for expulsion shall be accompanied by a statement of the reason or reasons for the proposed expulsion.
 - (c) The member 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.
10.
 - (a) All members are in good standing except a member who has failed to pay their current annual membership fee or any other debt due and owing to the Society and is not in good standing as long as the debt remains unpaid.
 - (b) A member not in good standing may not vote at a general meeting and is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

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Part 3 –General Meetings of Members

11. General meetings of the Society shall be held at such time and place as the Board determines.
12. Every general meeting other than an annual general meeting, is an extraordinary general meeting.
13. The directors may, whenever required, convene an extraordinary general meeting.
14. (a) Notice of a general meeting shall be given fourteen (14) days prior to meeting date and shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business.

(b) 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. The annual general meeting of the Society shall be held not more than fifteen (15) months after holding the previous year's annual general meeting.
16. In all matters not governed by these Bylaws, procedures shall be in accordance with Roberts' Rules of Order.

Part 4 – Proceedings at General Meetings

17. Special business is
 - (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business that is 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 the directors,
 - (iv) the report of the auditor, if required

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- (v) the election of directors,
 - (vi) the appointment of the auditor, if required,
 - (vii) such other business as, 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.
18. (1) No business, other than the election of a chairperson 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 a minimum of 10% of the general membership.
19. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition 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 adjournment meeting, a quorum is not present with thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.
20. Subject to Bylaw 19, the president of the Society, the vice-president, or in the absence of both, one of the other directors present shall preside as chairperson of a general meeting.
21. If at a general meeting
- (a) there is no president, vice-president or other director present within fifteen (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 chairperson, the members present shall choose one of their number to be chairperson.
22. (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 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 this adjourned meeting shall be given as in the case of the original meeting.

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- (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.
23. (1) No resolution proposed at a meeting need be seconded and the chairperson of a meeting may move or propose a resolution.
- (2) In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote to which the chairperson may be entitled as a member and the proposed resolution shall not pass.
24. (1) A member in good standing for at least ninety (90) days prior to a general meeting is entitled to one vote.
- (2) Voting is by show of hands.
- (3) Voting by proxy is not permitted.
25. A corporate or group 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 the representative shall be recognized as a member for all purposes with respect to a meeting of the Society.

Part 5 - Directors and Officers

26. (1) The directors may exercise all such powers and do all such acts and things as 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 the provisions of
- (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 Society in general meeting.
- (2) New rules made by the Society in general meeting do not retroactively invalidate past actions.
27. (1) The president, vice-president, secretary and treasurer shall be the officers of the Society and shall be appointed annually from among the directors by the directors.

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- (2) An officer must be a director and ceases to be an officer when he ceases to be a director.
 - (3) There shall be a minimum of seven (7) directors and a maximum of fifteen (15) directors representing the Society, or a greater number to be determined at a general meeting.
28. (1) One directorship is an appointed position. The appointment is to be made by Lorne Morrell or his designated heir.
- (2) In order to stand for election as a director, a person must be a member in good standing of the Society.
 - (3) An election may be by acclamation, otherwise it shall be by ballot.
 - (4) Retiring directors are eligible for re-election.
29. (1) The directors may at any time appoint a member as a director to fill a vacancy in any of the elected director positions. A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
- (2) A vacancy in the appointed directorship position shall be filled or remain vacant at the option of Lorne Morrell or his designated heir.
 - (3) All new board members shall be elected for a two (2) year term commencing at the annual general meeting.
 - (4) Any director who fails to attend a third consecutive general meeting without giving written notice of their intention to be absent, shall cease to be a director unless the Board, by special resolution, decides otherwise.
30. If an elected director resigns their office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.
31. (1) The members may by special resolution remove an elected director before the expiration of their term of office and may elect a successor to complete the term of office.

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- (2) The directors may by special resolution remove an elected director before the expiration of their term of office and may elect a successor to complete the term of office. The directors shall be entitled to remove an appointed director with the exception of the director appointed by the Morrell family.

32. 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 while engaged in the affairs of the Society.

Part 6 - Proceedings of Directors

33.
 - (1) A quorum shall be a majority of the directors then in office
 - (2) The president shall be chairperson of all meetings of the directors; but if at any meeting the president is not present within thirty (30) minutes after the time appointed for holding the meeting, the vice-president shall act as chairperson, but if neither is present, the directors present may choose one of their number to be chairperson at that meeting.
 - (3) At any time, the secretary, on the request of a director, shall convene a meeting of the directors.

34.
 - (1) The directors may delegate any, but not all, of their powers to committees consisting of such director or directors, or persons as they think fit and may name the committee.
 - (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 act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

35. A committee shall elect a chairperson of its meetings; but if no chairperson is elected, or if at any meeting the chairperson is not present with 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 number to chair the meeting.

36. A director who may be absent temporarily from the area may send or deliver to the address of the Society a waiver of notice, which may be by letter or electronic format, of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn,

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- (a) no notice of meetings of directors shall 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 shall, if a quorum of the directors is present, be valid and effective.

37. Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.

38. 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

39. (1) The president shall chair 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.

40. The vice-president shall carry out the duties of the president during the president's absence.

41. The secretary oversees the following;

- (a) correspondence of the Society,
- (b) notices of meetings of the Society and directors,
- (c) minutes of all meetings of the Society and directors,
- (d) all records and documents of the Society except those required to be kept by the treasurer.
- (e) the common seal of the Society, and
- (f) the register of members.

42. The treasurer oversees the following;

- (a) financial records, including books of account, as are necessary to comply with the Societies Act, and
- (b) financial statements to the directors, members and others when required.

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43. The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer and as such shall fulfill the duties of both offices.
44. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8 - Seal

45. The directors have provided a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
46. The common seal shall 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 - Finance

47. The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting.
48. To use the revenue and receipts of the Society to carry on the work of the Society without purpose of gain for its members and to ensure any profits or other gains to the Society shall be used in promoting its purposes.
49. On the winding up or dissolution of the Society, the remaining assets after payment of all debts and liabilities shall be distributed to a registered charity as defined in subsection 149.1(1) of the Canada Income Tax Act.
50. From time to time as may be required to continue operating, and after a motion accepted by the majority of directors, funds may be transferred from the legacy account to the operating account.

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Part 10 - Notices to Members

51. A notice may be given to a member, by hand, by electronic format, or by mail, to the member's registered address.
52. A notice sent to a member shall be deemed to have been given on the second day following that on which the notice is dated.
53. (1) Notice of a general meeting shall be given to every member shown on the register of members on the day notice is given.
(2) No other person is entitled to receive a notice of general meeting.

Part 12 – Bylaws

54. A member is entitled to, and the Society shall give the member, without charge, a copy of the Constitution and Bylaws of the Society, if requested.
55. These Bylaws shall not be altered or added to except by special resolution.