**Schedule “A”.**

**Proposed Bylaws**

Formed in 2012, Friends of Kootenay Lake (FOKLSS) is an inclusive, stewardship organization dedicated to sustaining a healthy Kootenay Lake for future generations.

**Part 1**   **– Interpretation**

1.1  In these Bylaws, unless the context otherwise requires:

(a)   "**Act**" means the Societies Act of British Columbia as amended from time to time, or any statute replacing it;

(b)   “**Board**” means the Directors of the Society;

(c) “**Bylaws**” mean these Bylaws as altered from time to time;

(d)   "**Directors**" means the Directors of the Society for the time being

(e)   "**Member Address**" of a member means the member's address as recorded in the register of members.

1.2  The definitions in the Act apply to these Bylaws.

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.

1.4  Words importing the singular include the plural and vice versa, and words importing a gender shall include all genders or any corporate entities, as the case may be.

**Part 2**   **Membership**

2.1  A person may apply to the Directors for membership in the Society in accordance with any membership policy established by the Board, and on acceptance by the Board is a member.

2.2  Every member must uphold the constitution of the Society and comply with these Bylaws.

2.3  The amount of the first annual membership dues must be determined by the Directors and after that the annual membership dues may be determined at the annual general meeting of the Society.

2.4  A person 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 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 12 consecutive months.

2.5  Expulsion of a member:

(a)   A member may be expelled by a 2/3 resolution of the Board.

(b)   The person who is the subject of the proposed expulsion must be given 30 days notice and an opportunity to be heard at a Directors meeting (which may be an electronic or telephone meeting) before the Directors vote on the proposed expulsion.

2.6  All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the Society, and the member is not in good standing so long as the debt remains unpaid.  A member who is not in good standing is deemed to not be a voting member for the purpose of quorum or consenting to a resolution of the voting members.

**Part 3**   **— Meetings of Members**

3.1  General meetings of the Society must be held at the time and place, in accordance with the Societies Act, that the Directors decide. The Directors may decide that a general meeting is to be held at a specific time that may include attendance by electronic means, including telephone and online. General meetings may be held as partially or fully electronic meetings in the absolute discretion of the Board.

3.2  Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.3  The Directors may, when they think fit, convene an extraordinary general meeting.

3.4  Notice of a general meeting must specify the place or electronic access instructions, day and hour of the meeting, and, in case of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

3.5  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.

3.6  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**

4.1  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 required;

(vii) the other business that, under these Bylaws or Act, 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.

4.2  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. A Director in electronic attendance may preside as chair of a general meeting.

4.3  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 act as the chair for that meeting.

**Quorum at General Meeting:**

4.4  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.

4.5  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.

4.6  A quorum is 4 voting members..

4.7  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 for that meeting.

4.8  It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

**Resolutions at a general meeting**

4.9  A resolution proposed at a meeting must be seconded, and the chair of a meeting may move or propose a resolution.

4.10  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.

**Voting**

4.11    A member in good standing present at a meeting of members is entitled to one vote.

4.12    For the purposes of voting, ‘present’ includes in person and by electronic means.

4.13    Voting is by show of hands (or the equivalent for those in electronic attendance), an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

4.14    The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

4.15    Voting by proxy is not permitted.

4.16    A corporate 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 that representative must be considered as a member for all purposes with respect to a meeting of the Society.

4.17    Matters are decided at general meeting by ordinary resolution

4.18    A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

**Part 5**   **— Directors and Officers**

5.1  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 prohibited, 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.

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.

**Number of Directors**

5.2  The minimum number of Directors of the Society must be 4 or a greater number determined from time to time by a members’ resolution at a general meeting.

5.3  An act or proceeding of the Directors or the Society is not invalid merely because there are less than the minimum number of Directors in office.

**Appointment of Directors**

5.4  The Directors will consist of:

(a)   The individuals elected by the voting members to the Board positions of:

(1)   President;

(2)   Vice President;

(3)   Secretary;

(4)   Treasurer

(b)   Any other individuals elected as Directors at large by the voting members;

(c) An individual appointed by the Yaqan Nukiy (Lower Kootenay Band) to ensure First Nations representation on the Board of Directors

5.5  Separate elections must be held for each Board position to be filled.  The Director appointed by the Yaqan Nukiy may be elected to a Board position by the members.

5.6  A Director may not hold more than one Board position, except that the same person may hold the positions of secretary and treasurer simultaneously if the total number of Directors is less than 5.

5.7  An election may be by acclamation, otherwise it must be by ballot.

**Director Terms of Office**

5.8  Elected Directors hold office for a term of three years, to a maximum of three consecutive terms.

5.9  At any general meeting where more than one-third of the Elected Director positions are to be elected or appointed, the terms of office may be staggered with shorter terms.

**Director Vacancy**

5.10 The Board may at any time and from time to time appoint a member as a Director to fill a vacancy in the Board.

5.11 A Director appointed by the Board to fill a vacancy holds office only for the unexpired portion of the term of office of the individual whose departure from office created the vacancy, but is eligible for re-election.

5.12 The partial term of an appointed Director does not count towards the total term limit allowed for service.

5.13 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 removed Director’s term.

5.14 A Director must not be remunerated for being or acting as a Director but the Society may, subject to the Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity, and a Director may 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**

**Director Meetings**

6.1  The Directors may meet at the place and manner, including by electronic means, conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

6.2  The quorum for Director meetings is a majority of the Directors then in office, or 3 when there are more than 3 Directors.

6.3  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.

6.4  A Directors’ meeting may be called by the president or by any 2 other directors.

**Delegation of Powers**

6.5   The Board may delegate any, but not all, of their powers to committees consisting of Directors as they think fit.

6.6   A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of those powers to the earliest meeting of the Board held after the act or thing has been done.

6.7   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.

6.8   The members of a committee may meet and adjourn as they think proper.

6.9   For a first meeting of Board 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.

6.10 A Director who may be absent temporarily from British Columbia may waive notice of any meeting of the Directors, 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.

**Decisions at Director and Committee Meetings**

6.11 Questions arising at a meeting of the Board and committee of Directors must be decided by a majority of votes.

6.12 In the case of a tie vote, the chair does not have a second or casting vote. A motion resulting in a tie, defeats the motion.

6.13 A resolution proposed at a meeting of the Board or committee of Directors need not be seconded, and the chair of a meeting may move or propose a resolution.

6.14 A resolution in writing, signed by 75% of the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors, subject to the requirements of the Act.

6.15 A resolution by email, approved by 75% of the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors, subject to the requirements of the Act. A print-out of these emails will be filed with the associated meeting minutes.

**Part 7**   **— Duties of Officers**

**Duties of President**

7.1  The president presides as chair at all meetings of the Society and of the Directors.

7.2  The president is the chief executive officer of the Society and must supervise the other officers in the execution of their duties.

**Duties of Vice President**

7.3  The vice president must carry out the duties of the president during the president's absence.

**Duties of Secretary**

7.4  The secretary is responsible for doing, or making the necessary arrangements for, the following:

(a)   oversee the communications of the Society;

(b)   issue notices of general meetings and Directors’ meetings;

(c) keep minutes of general meetings and Directors’ meetings;

(d)   keep the records and documents of the Society in accordance with the Act except those required to be kept by the treasurer;

(e)   have custody of the common seal of the Society, if any;

(f) maintain the register of member; and,

(g)   file the annual report of the Society and making any other filings with the registrar under the Act.

**Duties of Treasurer**

7.5  The treasurer is responsible for doing, or making the necessary arrangements for, the following:

(a)   receiving and banking monies collected from the members or other sources;

(b)   keeping the financial records, including books of account, necessary to comply with the Act, and

(c) rendering financial statements to the Directors, members and others when required.

(d)   making the Society’s filings respecting taxes.

**Absence of secretary from meeting**

7.6  In the absence of the secretary from a meeting, the Directors must appoint another person to act as secretary at the meeting.

**Part 8**   **— Borrowing**

8.1  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.

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

8.3  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 9**   **- Signing authority**

9.1  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 2 other directors, or

(d)   in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

**Part 10**   **— Notices to Members**

10.1 A notice may be given to a member, either personally, or electronically to an email address provided by the member, or by mail to the member at the Member Address.

10.2 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted or sent by email. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and sent via a working internet connection or put in a Canada Post receptacle.

**Part 11**   **— Bylaws**

11.1 On being admitted to membership, each member is entitled to, and the Society must give the member without charge, a copy of the Constitution and Bylaws of the Society.

11.2 These Bylaws must not be altered or added to except by special resolution.

**Part 12**   **- Assets**

**Use of Assets**

12.1 The Society must be operated without purpose of gain for its members, and any profits or other assets of the Society will be used solely to promote the purposes set out in the Constitution.

**Distribution of Assets**

12.2 Upon dissolution and after payment of all debt and liabilities, all remaining assets of the Society will be given to one or more of the following, as selected by the Directors:

(a)    a registered charity as defined in the *Income Tax Act* (Canada) or another qualified done as defined in section 149.1(1) of that Act.