

Constitution of the Strathcona Wilderness Institute Society

1. The name of the Society is:

Strathcona Wilderness Institute.

2. The Objects of the Society are:

- a) to promote public education about, and appreciation, awareness and respect for the wilderness and the natural world in and around provincial parks, particularly Strathcona Park and its surrounding area;
- b) to promote public responsibility and stewardship towards our environment and ecosystems;
- c) to support the objectives of B.C. Parks, and to cooperate with B.C. Parks through a Cooperating Agreement by which the Society will work towards common objectives with B.C. Parks;
- d) to support and cooperate with Friends of Strathcona Park as the founders of the Society, through a cooperating Agreement, to the extent that the Society and Friends of Strathcona Park share common purposes which are also compatible with the objectives of B.C. Parks;
- e) to operate a facility, to be known as the Strathcona Wilderness Institute, in order to involve the public in achieving the purposes of the Society through activities such as:
 - i) educational courses, lectures, discussions, and exhibitions;
 - ii) educational field trips;
 - iii) special events;
 - iv) publications
 - v) educational and park support projects in cooperation with B.C. Parks, the Friends of Strathcona Park, or other groups with compatible purposes;
 - vi) research projects in cooperation with educational institutions, B.C. Parks, or other appropriate organizations;
 - vii) other activities to be agreed upon by members and consistent with purposes of the Society
- f) to raise funds through activities of the Strathcona Wilderness Institute to be used solely to further the purposes of the Society;
- g) to enter into sponsorship agreements with individual or corporate sponsors whose aims are compatible with the purposes of the Society, in order to further the purposes of the Society;
- h) to operate as a charitable organization to receive gifts, grants, and donations to be used solely to further the purposes of the Society.

Part 1 – DEFINITIONS

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’
“Special Resolution” means any of the following:
(a) a resolution passed at a general meeting by at least $\frac{3}{4}$ of the votes cast by the voting members cast in person,
(b) a resolution consented to in writing by all of the voting members;
(c) written notice of resolution provided at least 28 days in advance of the vote to the membership.

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 regulations, as the case maybe, prevail.

Part 2 – PATRONS and MEMBERS

Membership

The Society is not a membership Society. Its activities are determined through consensus by the Board of Directors. The Society is supported by patrons, who volunteer to support the mandate of the Society and participate in its activities.

Directors are the only members. Board of Director membership should reflect particular skill sets that can further the mandate of the Society.

- 2.1 Volunteers are encouraged to apply for membership on the Board of Directors at the Annual General Meeting. On acceptance by the Board he or she shall become a Director.

Duties of Patrons and Members

- 2.2 (a) Every patron is important. Therefore, the Society will hold at least one (1) annual meeting to publicly recognize the work of volunteers and the contributions of patrons.

- (b) Volunteers are entitled to all the rights and privileges of employees and are to the considerateness of “fair employment” principles.
- (c) All patrons and members must uphold the constitution of the Society and comply with these Bylaws

Amount of Annual Dues

2.3 Board members pay an annual fee of \$ 5.00 payable in full by December 31.

Cessation of Membership

2.4 Membership on the Board of Directors shall cease for the following reasons:

- (a) Upon failure of a member to pay his/ her annual dues in full within ninety (90) days from the start of the calendar year; or
- (b) For sufficient cause by special resolution passed at a general meeting.

Benefits to Members

2.5 The activities of the Society shall be carried on without purpose of gain for its members, and any profits or benefits to the Society shall be used solely for promoting its purposes. This provision was previously unalterable.

Part 3 – GENERAL MEETINGS OF MEMBERS

Annual General Meeting

- 3.1 The Annual General Meeting of the Society shall be held each year within the first three (3) months of the calendar year, and notice thereof of the time and place, shall be given to the members at least fourteen (14) days in advance by at least three (3) of the following methods:
- (a) an announcement at a prior general meeting;
 - (b) an announcement on the Society’s media communication;
 - (c) an announcement in the press; or,
 - (d) by electronic means.

Business

- 3.2 Business transacted at an annual general meeting will include:
- a) report of the Board of Directors;
 - b) annual financial statement;
 - c) report of auditor, if any;
 - d) election of the Board
 - e) any resolution requiring approval; and
 - f) other business that, under these Bylaws, ought to be transacted.

Quorum for General Meetings

- 3.3 a) A quorum is three (3) members, entitled to vote, and present within thirty (30) minutes of the start time of the annual general meeting or extraordinary general meeting shall transact business.
- b) If at any time during a general meeting there ceases to be a quorum then business in progress shall be suspended until there is quorum. If a quorum cannot be made within thirty (30) minutes then the general meeting is to be terminated

Voting

- 3.4 a) A member in good standing present at a general meeting is entitled to one vote.
- b) The President shall Chair the Meeting and shall call the vote and announce the outcome
- c) Voting is by show of hands
- d) Voting by proxy is not permitted
- e) A resolution proposed at a general meeting may be voted on at a subsequent general meeting

Termination of Meeting

- 3.5 The President as Chair will require the Board of Directors to vote to terminate a general meeting.

Part 4 – DIRECTORS

Number of Directors on Board

- 4.1 a) The Board of Directors of the Society must have no fewer than five (5) members.

Election of Directors

- 4.2 At each Annual General Meeting, the voting members entitled to vote for the election or appointment of Directors must elect or appoint the Board.

Vacancy on Board

- 4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a Director during the Director's term of office.

Term or Appointment of Director filling a Vacancy

- 4.4 A Director appointed by the Board to fill a vacancy ceases to be a Director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Part 4 – DIRECTORS MEETING

Directors Meeting

- 5.1 The Board of Directors shall meet at a suitable place a minimum of six (6) meetings in each calendar year.

Quorum of Directors

- 5.2 Three (3) Directors shall constitute a quorum for the transaction of business at a Board of Directors meeting.

Decisions by Consensus

- 5.3 The Board reaches decisions by consensus.

Conduct Business by Electronic Means

- 5.4 The Board may conduct business in person, or by email, or other electronic means.

Scope of Business

- 5.5 The Board of Directors shall be empowered to deal with normal routine business affairs of the Society as it deems advisable, without referral to a meeting of the members. Unilateral decisions will be reported no later than at the next general meeting.

Part 6 – BOARD POSITIONS AND DUTIES

Board Positions

- 6.1 a) The executive directors of the Society shall be:
President;
Vice-President;
Secretary; and
Treasurer.

Role of President

6.2 The President:

- a) Presides as Chair at all meetings of the Society and of the directors;
- b) Shall vote
- c) Shall have the power to call extraordinary meetings upon authorization by the Board of Directors
- d) Shall be an ex officio member of all committees
- e) Shall be responsible for carrying out the objects of the Society; and,
- f) Shall have the authority to sign letters on behalf of the Board of Directors and the Society. The writing of letters may be delegated to another director.

Role of Vice-President

6.3 The Vice-President shall preside over the Society meetings and Board of Directors meeting in the absence of the President.

Role of Secretary

- 6.4 The Secretary is responsible for doing, or making the necessary arrangements for, the following:
- a) Shall keep accurate minutes of all general and extraordinary meetings of the Society and of the Board of Directors meetings;
 - b) Shall be responsible for the preparation and custody of all minutes and documents; and
 - c) Shall give notice of meetings of Society and Board of Directors.

Absence of Secretary from Meeting

6.5 In the absence of the Secretary from a meeting, the Board must appoint another Director to act as Secretary at the meeting.

Role of Treasurer

- 6.6 The Treasurer shall:
- a) Receive, deposit and make disbursements of all monies of the Society provided, however, that no disbursements shall be made except upon the authorization of the Board of Directors;
 - b) Keep accurate records of the monies of the Society; and
 - c) Shall render a complete statement to the Society at the Annual General Meeting.

Directors Cease to Hold Office

- 6.7 A Director of the Society shall cease to hold office if:
- a) The holder of such office ceases to be a member, resigns or dies;
 - b) The holder of such office fails without good and valid excuse to the satisfaction of the Board of Directors to attend four (4) consecutive general meetings of the Society and is declared to be in default by a majority vote of the Board of Directors; or
 - c) The holder of such office is guilty of conduct considered by the Board of Directors to be prejudicial to the Society; in which case he or she may be removed from office by a majority vote of the Board of Directors.

Part 7 – REMUNERATION, SIGNING AUTHORITY AND DISSOLUTION

Remuneration of Directors

- 7.1 No Director shall be entitled to receive remuneration for his or her services.

Financial Signing Authority

- 7.2 The Board of Directors shall from time to time prescribe the Directors who shall be empowered to sign cheques and other instruments, and to draw against the funds on deposit.

Borrowing

- 7.3 The Board of Directors may borrow money for the purposes of the Society.

Audit of Accounts and Fiscal Year

- 7.4
- a) The Directors may appoint an auditor who will audit the books and records of the Treasurer, and who in turn will report to the Society at the Annual General Meeting.
 - b) The Society's fiscal year shall coincide with the calendar year.

Use of the Logo of the Society

- 7.5 The use of the logo of the Society will be at the direction of the Board of Directors.

Alteration of Bylaws

- 7.6 The Bylaws of the Society may be amended by a special resolution passed at a general meeting of the Society, Announcement of the proposed amendment, if possible, shall be read at a general meeting at least twenty-eight (28) days prior to the meeting at which the vote is to be held.

Inspection of Society Books and Records

- 7.7 The Constitution, Bylaws, Minutes of Meeting, and annual financial statements of the Society since 2018 shall be made publicly available for public inspection through the Society's website.

Dissolution of the Society

- 7.8 a) Winding up of the Society shall be by special resolution passed at a general meeting.
- b) Upon winding up of the Society, or dissolution thereof, the special resolution authorizing such winding-up shall specify that all assets belonging to, or accruing to the Society, shall be vested in and become the absolute property of a recognized charitable organization in Canada having purposes similar to those of the Society. This provision was previously unalterable.