

## **Constitution of Pacific Spirit Park Society (the “Society”)**

  
CAROL PREST

1. The name of the Society is PACIFIC SPIRIT PARK SOCIETY
2. The purposes of the Society are:
  - a. The Purposes of the Society are to promote the protection of and care for Pacific Spirit Regional Park (the ‘Park’), an urban forest and foreshore park. The Society will advise the Greater Vancouver Regional District Parks Department (‘GVRD Parks’) with an aim to protect the natural ecosystems, to maintain recreational opportunities in harmony with nature, and to promote public knowledge and stewardship of the Park’s natural environment.
  - b. To advise GVRD Parks, where possible, on the protection and care for the Park and in the planning and operation of the park;
  - c. To advise GVRD Parks in such a way as to promote the preservation and protection of the natural resources of the Park;
  - d. To encourage recreational use of the park that is in harmony with protection of its natural resources;
  - e. To promote public awareness of the value of the Park by developing programs, projects and events in conjunction with GVRD Parks and other interested parties;
  - f. To educate user of the Park and the public in general on the significant natural attributes of the Park, on the effects of improper treatment of Park lands, and on ethical and acceptable standards of behaviour and activity for Park users;
  - g. To support the goals of the Society by the raising of funds;
  - h. To maintain a broadly-based, inclusive society with a representative board that will actively advance the purposes of the society.

  
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## Bylaws of *Pacific Spirit Park Society* (the “Society”)

### PART 1 – DEFINITIONS AND INTERPRETATION

#### 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.

“**Director**” means an individual who has been designated, elected, or appointed to the board of directors of the Society by special resolution, in accordance with section X, or who has been appointed by the board in order to fill a vacancy, in accordance with section X.

“**Member**” means an applicant for the incorporation of the Society who remains a member of the Society; or, a person who becomes, in accordance with these bylaws, a member of the Society and who remains a member of the Society. [**S.3 Reworded**]

“**Park**” means Pacific Spirit Regional Park.

“**User Group**” means incorporated and non-incorporated groups who use the Park for their activities.

“**Task Group**” means non-incorporated groups who perform specific activities to enhance and maintain the Park or other activities that may arise 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.

#### Operations of the Society

##### 1.4 The operations of the society are to be carried out in the general vicinity of the Park, the City of Vancouver, and the jurisdictional boundaries of the GVRD. This provision was previously unalterable.

## **Society Conduct**

- 1.5** The Society shall be conducted without the purpose of gain for its Members and any profits or other accretions to the Society shall be used in furtherance of its purposes. This provision was previously unalterable.

## **PART 2 – MEMBERS**

### **Application for membership**

- 2.1** A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

### **Membership age requirement**

- 2.2** A person under the age of 18 must not be accepted as a member of the Society, but may act as a volunteer, volunteer leader, or occupy an advisory role.

### **Duties of members**

- 2.3** Every member must uphold the constitution of the Society and must comply with these Bylaws.

### **Amount of membership dues**

- 2.4** The amount of the annual membership dues, if any, must be determined by the Board.

### **Member not in good standing**

- 2.5** A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

### **Member not in good standing may not vote**

- 2.6** A voting member who is not in good standing
- (a) may not vote at a general meeting, and
  - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### **Termination of membership**

- 2.7** A person's membership in the Society is terminated when:
- (a) the member's term of membership, if any, expires;
  - (b) the member delivers their resignation to the board;

- (c) the member dies;
- (d) the member is expelled in accordance with these bylaws;
- (e) the member is not in good standing for 3 consecutive months;
- (f) the member does not sign the register of members for the coming year at the annual general meeting and does not advise the Secretary in writing within 30 days of the annual general meeting of his/her intention to be a member for the following year if no annual membership fee is set.

### **Expulsion of a member**

- 2.8** A member of the Society may be expelled by special resolution, but the member to be expelled must receive notice of the proposed expulsion and be given reasonable opportunity to make representations to the Society respecting the proposed expulsion.

### **Members are entitled to a copy of the Constitution and Bylaws**

- 2.9** Each member is entitled to a copy of the constitution and bylaws of the Society, free of charge.

### **Members are entitled to attend any meeting**

- 2.10** Every member is entitled to attend any meeting of the Society, subject to these Bylaws.

### **Members are entitled to hold any office**

- 2.11** Every member is entitled to hold any office in the Society, subject to these Bylaws.

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Annual general meeting**

- 3.1** The board must call an annual general meeting in each calendar year.

### **Time and place of general meeting**

- 3.2** A general meeting must be held at the time and place the Board determines.

### **Requisition of general meeting**

- 3.3** The Board must convene a general meeting if requested by 10% or more of the voting members in writing, and that general meeting will be held within 60 days or less from the time the Board receives such a request.

### **Ordinary business at general meeting**

- 3.4** At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

### **Member proposals**

**3.5** 2 members or 5% of the voting members, whichever is greater, may propose a matter to be considered at a general meeting, and if the proposal is sent to the board 7 days prior to a general meeting, the Board must include with its notice of a general meeting:

- (a) the proposal;
- (b) the names of the members submitting the proposal; and,
- (c) one statement in support of the proposal, if the members submitting the proposal requests that the statement be included with the notice.

### **Notice of general meeting**

**3.6** Notice of a general meeting must be sent to all members of the Society between 30 and 60 days prior to the general meeting, and must provide:

- (a) the date, time and location of the general meeting;
- (b) provide the text of any special resolution to be submitted at the meeting.

### **Chair of general meeting**

**3.7** The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
  - (i) the president,
  - (ii) the vice-president, if the president is unable to preside as the chair, or
  - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

### **Alternate chair of general meeting**

- 3.8** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

### **Quorum required**

- 3.9** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

### **Quorum for general meetings**

- 3.10** The quorum for the transaction of business at a general meeting is 3 voting members or 5% of the voting members, whichever is greater.

### **Lack of quorum at commencement of meeting**

- 3.11** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
  - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

### **If quorum ceases to be present**

- 3.12** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **Adjournments by chair**

- 3.13** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

### **Notice of continuation of adjourned general meeting**

**3.14** 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.

### **Order of business at general meeting**

**3.15** The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - (iii) elect or appoint directors, and
  - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

### **Methods of voting**

**3.16** At a general meeting, voting must be by a show of hands, 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.

### **Announcement of result**

**3.17** 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.

### **Proxy voting not permitted**

**3.18** Voting by proxy is not permitted.

### **Chair must not vote**

**3.19** The chair of a general meeting must not vote other than to make quorum, or to cause or break a tie; though the chair may second a motion or propose a resolution.

### **Matters decided at general meeting by ordinary resolution**

**3.20** 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 4 – DIRECTORS**

### **Functions of directors**

**4.1** The directors of the Society must manage, or supervise the management of, the activities and internal affairs of the society.

### **Number of directors on Board**

**4.2** The Society must have no fewer than 7 and no more than 15 directors.

### **Election or appointment of directors**

**4.3** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

### **Directors may fill casual vacancy on Board**

**4.4** 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. This time in office does not count towards term length should that member be elected as a director at the next annual general meeting.

### **Term of appointment of director filling casual vacancy**

**4.5** 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, or at the next AGM, whichever is shorter.

### **Term length of directors**

**4.6** Members elected to fill the position of director are elected for a 2-year term.



### **Consecutive Term Limit of directors**

**4.7** Directors may be re-elected, but may not serve more than 3 terms consecutively.

### **Directors must attend directors' meetings**

**4.8** A director's term must cease if they fail to appear at 3 consecutive meetings of the directors without just cause, and just cause will be determined by Board vote at the first meeting of the directors following the third consecutive meeting missed by the director in question. A director, having missed two consecutive board meetings, should be sent notice of this Bylaw.

### **Expulsion of a director**

**4.9** 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.

## **PART 5 – DIRECTORS' MEETINGS**

### **Calling directors' meeting**

**5.1** A director may at any time, and the secretary, on the request of a director, shall convene a meeting of the directors.

### **Notice of directors' meeting**

**5.2** At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

**5.3** The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **Conduct of directors' meetings**

**5.4** The directors may regulate their meetings and proceedings as they think fit, subject to these bylaws.

### **Quorum of directors**

**5.5** The quorum for the transaction of business at a directors' meeting is a majority of the directors.

### **Chair of directors' meeting**

**5.6** The following individual is entitled to preside as the chair of a directors' meeting:

(a) the president;

(b) if within 30 minutes of the time appointed for the meeting the president is not present, the vice president;

(c) if within 30 minutes of the time appointed for the meeting the president and vice-president is not present, the directors may choose one of their number.

### **Voting at directors' meeting**

**5.7** Each director, except the chair who must not vote unless their vote would ensure quorum or cause or break a tie, is entitled to 1 vote, and voting must be conducted according to Roberts Rules of Order.

### **A resolution in writing is valid**

**5.8** A resolution in writing, signed by a majority of directors and placed with the minutes is a valid and effective as if regularly passed at a directors' meeting.

### **Creation of committee**

**5.9** The Board may create a committee as they see fit; though,

(a) a committee must have 1 or more directors as sitting members.

(b) a committee must conform to any rules imposed on it by the Board, and must report every action or recommendation to the next directors' meeting.

(c) the chair, or their designate, may sit as an ex-officio member of any committee established by the Board.

### **Chair of committee meeting**

**5.10** The following individual is entitled to preside as the chair of a committee meeting:

(a) a director, elected by the Board in the formation of the committee;

(b) the president, or their designate, if sitting as an ex-officio member of the committee.

(c) if within 30 minutes of the time appointed for the meeting the elected director, the president, or the president's designate is not present the committee may choose a director amongst their number to chair the meeting.

### **Conduct of committee meeting**

**5.11** The committee members may regulate their meetings and proceedings as they think fit, subject to these bylaws.

### **Voting at committee meeting**

- 5.12** Each committee member, except the chair who must not vote unless their vote would ensure quorum or cause or break a tie, is entitled to 1 vote, and voting must be conducted according to Roberts Rules of Order.

## **PART 6 – BOARD POSITIONS**

### **Election or appointment to Board positions**

- 6.1** The directors shall elect from their number:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

### **Holding multiple board positions**

- 6.2** Directors may be elected to more than one board position, except the president who must not be elected to more than one position.

### **Directors at large**

- 6.3** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

### **Role of president**

- 6.4** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

### **Role of vice-president**

- 6.5** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

### **Term length of president and vice-president**

- 6.6** Directors elected to fill the position of president and vice-president are appointed for a 1-year term.

### **Consecutive Term Limit of President and Vice President**

- 6.7** A director elected as president or vice-president must not be elected to and serve more than two terms of office consecutively.

### **Role of secretary**

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

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

### **Absence of secretary from meeting**

**6.11** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

### **Role of treasurer**

**6.12** 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 accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

## **PART 7 – SEAL**

### **Board may provide a common seal**

**7.1** The Board may provide a common seal for the society, and may destroy a seal and substitute a new seal in its place.

### **The seal may be affixed**

**7.2** The common seal shall be affixed only when authorised 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 either the vice-president, secretary, or treasurer.

## **PART 8 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

- 8.1** These Bylaws do not permit the Society to pay to a director remuneration for being 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.

### **Reimbursement of directors**

- 8.2** A director must be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society and which are given approval by vote of the directors.

### **Borrowing**

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

### **Signing authority**

- 8.4** 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 9 – DISSOLUTION**

### **Transfer of property after dissolution**

- 9.1** In the event that the Society shall be wound up or liquidated in accordance with the provisions of the Society Act of British Columbia, all assets and property, real and personal, held by the Society, shall be given or transferred to such non-profit organization or organizations concerned with promoting the same purposes of this Society. This provision was previously unalterable.

## **PART 10 – BYLAWS**

### **Alteration of Bylaws**

**10 .1** These bylaws must not be altered or added to except by special resolution.