

# Bylaws of Gabriola Island Land Stewards Society

*Dated April 3, 2024*

## 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 at Large**” means an Individual Member elected as a director;

“**Organizational Member**” means one of the organizations on Gabriola who have been asked to appoint a representative to serve as a director;

“**Society**” means the Gabriola Island Land Stewards Society.

### 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 – MEMBERS

### Types of membership

**2.1.1** Individual membership shall be open to any person who:

- a) has reached the age of majority in British Columbia,
- b) whose permanent or part-time residence is on Gabriola Island or who is a recognized Member of the Snuneymuxw First Nation, and
- c) applies for membership in the Society, and pays the membership fee.

**2.1.2** Organizational membership shall be open to any organization that:

- a) is a co-operative, non-profit society, charity or other type of organization that operates on Gabriola Island,
- b) has as part of its purpose the social well-being of individuals and groups within the Gabriola Local Trust Area, and

- c) applies for membership in the Society, has their application approved by the Board, and pays the membership fee.

**2.1.3** An additional Organizational Member shall be the Snuneymuxw First Nation.

### **Duties of Members**

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

### **Amount of membership dues**

**2.3** The amount of the annual membership dues, if any, shall be determined by the Members.

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

**2.4.1** 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.

**2.4.2** 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 quorum or consenting to a resolution of the voting Members.

### **Termination of membership**

**2.5.1** Membership in the Society shall cease:

- a) when the individual or organization submits a letter of resignation to the Board
- b) if the conduct of the Member is prejudicial to the welfare of the Society
- c) when the Member has been expelled
- d) when the Member is not in good standing for 6 consecutive months, or
- e) when the Member dies.

**2.5.2** The Board may, on receipt of a complaint in writing by any Member of the Society and after holding a hearing at which the Member concerned shall have the right to be present and to call witnesses and to make representations, recommend expulsion of such a Member from the Society, provided always that such Member shall have the right to appeal to a General Meeting of the Society and provided also that the decision of the General Meeting in that regard shall be final.

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

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

**3.1.1** An annual general meeting of the Society must be held at least once every calendar year.

**3.1.2** A general meeting shall be held at the time and place the Board determines.

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

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

- a) consideration of any financial statements of the Society presented to the meeting;
- b) consideration of the reports, if any, of the directors or auditor;
- c) election or appointment of directors;
- d) appointment of an auditor, if any;
- e) business arising out of a report of the directors.

### **Notice of general meeting**

**3.3.1** Written notice of the date, time and location of a general meeting must be sent to every Member of the Society by email and posted on the Society's website at least 30 days before the meeting.

**3.3.2** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting.

### **Chair of general meeting**

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

- a) the president
- b) the vice-president, if the president is unable to preside as the chair, or
- c) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

**3.4.2** If there is no individual entitled under section 3.4.1 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 for general meetings**

**3.5.1** The quorum for the transaction of business at a general meeting is:

- a) 3 Individual Members or 10% of the Individual Members, whichever is greater; and

- b) 2 Organizational Members or 10% of the Organizational Members, whichever is greater.

**3.5.2** An individual or organization must be in good standing and must have been a Member for at least 14 days in order to be able to vote at a general meeting.

### **Lack of quorum**

**3.6.1** 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.

**3.6.2** 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 until a date and time set by the directors and communicated to the Members according to these bylaws.

**3.6.3** 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.

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

**3.7** 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.

## **Voting at general meeting**

**3.8.1** Unless otherwise required by the Act or these Bylaws, questions or resolutions arising at any general meeting are to be decided by consensus as described in sections 5.4.1 and 5.4.2.

**3.8.2** For clarity, voting by proxy is not allowed.

## **PART 4 – DIRECTORS**

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

**4.1** The Society must have no fewer than 5 and no more than 13 directors, at least 50% of whom must be directors appointed by Organizational Members or directors appointed Snuneymuxw First Nation representatives.

### **Board composition**

**4.2** The Board will consist of:

- a) Up to five individual directors at large, elected at the annual general meeting.
- b) Up to six Organizational Member directors, whose organizations will be invited to appoint a director to the board, as long as those organizations focus on providing community benefits that are compatible with the Society's purposes. Naming any organization to the Society's board may be done by the GILSS board, subject to ratification at the next general Members meeting.
- c) Up to two directors appointed by the Snuneymuxw First Nation.

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

**4.3.1** Individual directors at large shall be elected at the annual general meeting as follows:

- a) Only Individual Members in good standing may stand for election as a directors at large.
- b) An Individual Member in good standing may nominate another Individual Member in good standing as a director at large at a general meeting.
- c) In order to stand for election as a director at large, an individual must be a Member in good standing for at least 25 days in advance of such general meeting.
- d) If the number of candidates nominated for director at large is equal to the number of directors at large to be elected, those nominated candidates are declared elected and no election is required.
- e) If the number of nominees in an election for directors at large exceeds the number of directors at large to be elected at the general meeting, the election of directors at large must be by secret ballot.

**4.3.2** The six Organizational Member directors shall be appointed by their individual organizations prior to the annual general meeting. Those organizations shall be encouraged to appoint representatives to two-year terms.

**4.3.3** The two Snuneymuxw First Nation directors shall be appointed according to their own governance protocols.

#### **Term of office**

**4.4.1** The standard term of office for a director is two years.

**4.4.2** The term of office of a director starts at the close of the annual general meeting at which they were elected, and ends at the close of the annual general meeting at which their term expires.

**4.4.3** At the first Board meeting after an annual meeting, the directors will decide among themselves which new director will be asked to serve a two-year term and which a one year term in order to balance the number of directors whose terms will be over at the close of each annual general meeting.

**4.4.4** Other than the Snuneymuxw First Nation directors whose appointments and terms as directors are determined through their own governance protocols, directors may be elected for six consecutive years and then may not be re-elected for a period of at least one year, unless their term is extended by special resolutions of the Members at an annual meeting under exceptional circumstances.

#### **Casual vacancies within directors at large**

**4.5.1** The Board may, at any time, appoint an Individual Member to fill a director at large vacancy.

**4.5.2** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the next annual general meeting.

### **PART 5 – DIRECTORS’ MEETINGS**

#### **Time and place of directors’ meeting**

**5.1.1** A directors’ meeting of the Society must be held at least four times every calendar year.

**5.1.2** A directors’ meeting shall be held at the time and place the Board determines.

## **Notice of directors' meeting**

- 5.2.1** At least 14 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.
- 5.2.2** 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.

## **Quorum of directors**

- 5.3** The quorum for the transaction of business at a directors' meeting shall be 5 directors, at least two of whom must be Individual Members and at least three of whom must be Organizational Member directors or Snuneymuxw First Nation directors.

## **Voting**

- 5.4.1** Unless otherwise required by the Act or these Bylaws, questions or resolutions arising at any meeting of the directors are to be decided by consensus as follows:
- a) The goal is to reach consensus on all issues addressed by the Board.
  - b) It is recognized that there are degrees of agreement in consensus decision-making:
    - i Full agreement to support a decision.
    - ii Ability to "live with" the decision.
    - iii Stand aside. (A Member does not necessarily agree with a decision but will not block it.) Member may request formal recognition of a stand aside in the minutes.
    - iv Not ready to make a decision.
    - v No agreement.
  - c) Consensus is defined as general agreement (which includes points i, ii & iii above) by the directors on the Board.
  - d) A consensus agreement may be revisited only with the consensual support of the Board.
- 5.4.2** When consensus cannot be achieved, and an impasse is reached, the following procedure will be implemented:
- a) Those disagreeing must provide a description of the interests not accommodated by the proposal at hand, alternative proposals for how those interests could be accommodated and a description of how these alternative proposals accommodate the interests of others.
  - b) In response, those agreeing with the original proposal must convey how it meets the interest of those disagreeing, as well as how it could be amended to better meet these interests.

- c) If consensus is not reached under 5.4.2.a and 5.4.2.b, the following process shall be used:
  - i Issues that do not require an immediate decision will be tabled and brought back to the next meeting for resolution.
  - ii Issues brought back after being tabled or issues requiring an immediate decision will be decided by an 75% super majority vote.
- d) *A consensus handbook: Co-operative decision-making for activists, co-ops, and communities* (Seeds for Change Lancaster Co-operative, UK, 2013, or the most recent revised edition) shall be used as the reference for questions about consensus decision making.

5.4.3 For decisions between Board of Directors meetings that are of an urgent nature, directors may be asked to vote on a resolution without meeting via email, with everyone's response to be shared with all directors. Should each director indicate full agreement, that they can live with the proposal, or that they stand aside, then the vote may proceed. However, if a director indicates that they are not ready to make a decision or do not agree with the proposal, the vote may not proceed and, if the matter cannot wait, instead the proposal will be considered at a special Board of Directors meeting to be called to allow the board to fully discuss the proposal.

## **PART 6 – BOARD ROLES & RESPONSIBILITIES**

### **Officer positions**

**6.1** The officers of the Society shall be a president, a vice-president, a treasurer and a secretary.

### **Appointment to officer positions**

**6.2.1** The officers shall be elected from among the all directors at the first meeting of the Board after the Annual General Meeting of the Society.

**6.2.2** A vacancy in any office between elections shall be filled by the Board of Directors from among all the directors.

### **Role of president**

**6.3.1** The president is the chair of the Board, presides at all meetings of the Society and of the Board of Directors, and is responsible for supervising the other directors in the execution of their duties.

**6.3.2** The board may agree to rotate facilitation at board meetings.



## **Role of vice-president**

**6.4** The vice-president carries out the duties of the president in the president's absence.

## **Role of secretary**

**6.5.1** 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) maintaining the register of members;
- 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.

**6.5.2** 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**

**6.6** 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.

## **Appointment of ongoing and ad hoc working groups**

**6.7** The Board of Directors may establish ongoing working groups and ad hoc working groups as desired, including determining the work of and membership in those groups.

# **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

## **Remuneration of directors**

**7.1.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, provided that a director may be reimbursed for reasonable expenses incurred in the performance of his or her duties. However, the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

**7.1.2** If a director applies to provide services to the Society or is hired to provide services to the Society for remuneration, the director must not participate in any discussions or vote on any decision related to those services.

### **Signing authority**

- 7.2** 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 8 – BORROWING POWERS AND PROPERTY**

### **Borrowing powers**

**8.1** The Board of Directors may, at any time, raise or borrow or otherwise obtain or secure any sum of money or land or services for the purposes of the Society, subject to the provisions of the Act.

### **Restriction of borrowing powers**

**8.2** 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.

## **PART 9 – CONSTITUTION AND BY-LAWS**

**9.1** The Constitution and By-laws of the Society shall not be altered or added to except by a special resolution of the Society at a general meeting, provided that notice and posting on the Society's website occurs at least 30 days prior to the general meeting, and that the notice specifies the section(s) of the constitution that are proposed to be changed.

## **ARTICLE 10 – ACCESS TO RECORDS**

**10.1** The General Accountant or Chartered Accountant of the Society shall have the right of access at all reasonable times to all financial records, documents, books and accounts of the Society, and shall be entitled to require from the

Board and Management of the Society, such information and explanations as may be necessary for the purpose of the Financial Report.

- 10.2** A Member in good standing is entitled, upon providing not less than 14 days' notice to the Society, to examine any of the following documents and records of the Society at the address of the Society during the Society's normal business hours:
- a) the Constitution and these Bylaws, and any amendments thereto.
  - b) the minutes of any general meeting.
  - c) resolutions of the Members in writing, if any.
  - d) annual financial statements relating to a past fiscal year that have been received by the Members in a general meeting.
  - e) register of directors.
  - f) register of members, subject, in the Board's discretion, to redaction to protect personal information, as required by law.
- 10.3** Except as expressly provided by statute or at law, a Member will not be entitled or have the right to examine or inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the address of the Society, to examine any other document or record of the Society, and the Board may allow the Member to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.
- 10.4** Copies of documents to which a Member is entitled or otherwise allowed to examine may be provided on request by the Member for a reasonable production fee to be determined by the Board.

## **ARTICLE 11 – RESTRICTION OF POWERS**

- 11.1** The Society shall be carried on without purposes of gain for its Members and any profits or other accretions to the Society shall be used for promoting its objectives.
- 11.2** Upon winding-up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to a qualified donee as described in subsection 149.1 of the Income Tax Act of Canada, and promoting aims similar to those of the Society, as may be decided by the Board of Directors at the time of winding up or dissolution.
- 11.3** The operations of the Society are to be chiefly carried out on Gabriola Island, in the Province of British Columbia.