

Society

Friends of the Rossland Range

BYLAWS

Part 1: PRELIMINARY AND DEFINITIONS

1.1 In the Constitution and these Bylaws:

- a) the singular includes the plural, and vice versa
- b) "persons" includes incorporated bodies
- c) "the Society" means the Friends of the Rossland Range Society
- d) "the directors" means the current Board of Directors of the Society
- e) "the Act" means the Society Act
- f) "executive" means those persons elected or appointed by, and answerable to, the directors for the purpose of administering or managing the conduct of specific functions on behalf of the Society, including the President, Vice-President, Secretary, Treasurer, a General Manager (if appointed), and the Chairs of all committees established by the directors
- g) "member" means a member in good standing under these Bylaws.

1.2. The Constitution and Bylaws are subject to the Act, and the Act contains provisions, including definitions, not repeated in the Bylaws.

1.3. The Constitution and Bylaws may be changed only by special resolution.

Part 2: BECOMING A MEMBER

2.1. To be a member, a person must:

- a) agree to uphold the Constitution and Bylaws, and
- b) pay the annual membership dues set by the Society.

2.2. To be a member, an individual must be at least 14 years of age.

2.3. Application for membership must be made in a manner decided by the directors.

2.4. The directors may approve or refuse an application for membership

Part 3: ANNUAL MEMBERSHIP DUES

3.1. The members of the Society in general meeting must determine, by ordinary resolution, the amount of annual membership dues. If the members have not set the amount of annual membership dues, the directors must do so. Membership dues set by the directors remain in effect until the next annual general meeting

- 3.2. The period of time to which annual membership dues apply is one year from the date on which the directors approve the membership. A member is in good standing during that time. 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 as long as the debt remains unpaid.
- 3.3. Unless further dues are paid, a person ceases to be a member on expiry of the period of time covered by the annual membership dues.

Part 4: CEASING TO BE A MEMBER

- 4.1 A person may withdraw from membership by notifying the directors in writing.
- 4.2.
 - a) A member may be expelled by special resolution at a general meeting.
 - b) Notice of a special resolution for expulsion must be accompanied by a brief statement of the reasons for the resolution.
 - c) The member who is subject to a resolution for expulsion must be given an opportunity to be fairly heard at the general meeting before the resolution is put to a vote.

Part 5: CALLING GENERAL MEETINGS OF THE MEMBERS

- 5.1. An annual general meeting must be held each year at a date, time and place set by the directors subject to the Act.
- 5.2
 - a) The directors may call a special general meeting.
 - b) The directors must call a special general meeting within 10 days of being presented with a requisition signed by no less than 10% of the members in accordance with the Act.
- 5.2. Notice of a general meeting must state the place, day and hour of the meeting, and the nature of the business to be conducted.
- 5.3. The directors must give the members 14 clear days notice of all general meetings, and of continued meetings to which Bylaw 6.4 applies.
- 5.4. Persons who became members at least 30 days before the date of the meeting are entitled to receive notice of the meeting.
- 5.6. Accidental omission to give notice of a meeting to a member, or non-receipt of notice by a member, does not invalidate proceedings at the meeting.

Part 6: PROCEEDINGS AT GENERAL MEETINGS

- 6.1. The quorum at a general meeting is 5 members.
- 6.2. If a quorum is not present, no business, other than the appointment of a chair and the adjournment or termination of the meeting, may be carried out.
- 6.3. A meeting may be adjourned to another time and place, but only for the purpose of completing the business not completed before the meeting was adjourned.
- 6.4. If a meeting is adjourned for more than 10 days, notice of its continuation must be given as though it were a newly-called meeting.
- 6.5. Quorum at a meeting which has been adjourned and reconvened consists of those members present when the meeting reconvenes.
- 6.6. Persons who became members at least 30 days before the date of the meeting are entitled to vote.
- 6.7. Every member present and entitled to vote has one vote on each matter voted upon.
- 6.8. Proxy voting is not allowed.
- 6-9. The members may decide the procedure for voting. If the members do not decide otherwise, voting must be by show of hands.
- 6.10. The President or Vice-President must preside as the Chair of the meeting. If neither is willing or able to preside, the members present must choose another person to preside.
- 6.11. The members present may adopt rules of order. If the members present do not adopt other rules, or if the rules adopted do not cover the point raised, Robert's Rules of Order (Newly Revised) must be used as the rules of order.

Part 7: ELECTION AND APPOINTMENT OF DIRECTORS

- 7.1. To qualify for election or appointment as a director, an individual must be a member in good standing of the Society.
- 7.2. A person becomes a director by:
 - a) election by the members at an annual general meeting, or;
 - b) appointment by the current directors under Bylaw 7.6.

- 7.3 Directors are elected for terms of two years, except at the first Annual General Meeting, when four of the directors must be elected for one year terms and the remaining three directors will be elected for two year terms.
- 7.4 Each year at the first meeting following the Annual General Meeting, the directors shall appoint a Nominating Committee composed of Society member(s) to nominate candidates for the positions of director to be filled at the next Annual General Meeting.
- 7.5 Elections shall be conducted in the following manner:
- a) At the Annual General Meeting, the Chair shall ask for nominees for the position of director. The Chair of the Nominating Committee may present a slate of candidates for the available positions.
 - b) The Chair shall ask for nominations from the floor. Nominations from the floor must be seconded.
 - c) If there are nominations from the floor, and an election is required, and the Chair shall appoint a Returning Officer and two scrutineers from among the members present.
 - d) An election may be by acclamation, otherwise it must be by ballot.
 - e) The Returning Officer shall distribute one ballot to each member present. The ballots shall be identified as such and shall contain a number of spaces for names to be written equal to the number of Directors to be elected.
 - f) The Returning Officer shall legibly write the names of all nominated candidates, in alphabetical order, on an available whiteboard, easel, or some similar device in letters large enough to be visible from the back of the room.
 - g) Each member shall write the name(s) of candidate(s) of choice in the spaces provided on the ballot. The number of names written shall be no more than the number of Directors to be elected.
 - h) A ballot shall not be considered spoiled if the only objection is the misspelling of a candidate's name, unless such misspelling could be mistaken for the name of another candidate.
 - i) The members shall place their completed ballot in a receptacle provided for the purpose.
 - j) When all members have voted, the Returning Officer, in the presence of the

scrutineers, shall open the ballots and count the number of votes for each candidate.

- k) The Returning Officer, in the presence of the scrutineers, shall make a list of the vote totals for each candidate. The list shall include an accounting of the number of ballots distributed and the number spoiled. The number of ballots counted must be equal to, or less than, the number of members present at the meeting. The Returning Officer shall present the completed list to the Chair.
 - l) The Chair shall announce the names of the candidates, equal in number to the number of Directors to be elected, who had the highest vote totals. Those members shall be declared to be elected.
 - m) Directors elected at an Annual General Meeting shall hold office beginning at the adjournment of that meeting.
- 7.6. The directors may appoint a member to fill a director's position which becomes vacant between elections. No more than 3 directors appointed under this Bylaw may hold office at the same time.

Part 8: CEASING TO HOLD OFFICE AS DIRECTOR

- 8.1. A director may resign from office by giving written notice to the directors.
- 8.2.
 - a) A director may be removed from office by special resolution.
 - b) A director may be removed from office by a vote of the directors if no less than 5 of the directors determine that the director's conduct has been contrary to bylaw 10.3.

Part 9: MEETINGS OF DIRECTORS

- 9.1. The quorum for a meeting of directors is a majority of the directors. A quorum must be present in the meeting at all times.
- 9.2. Directors may participate in a meeting by electronic means. Each participant taking part in this way must be able to communicate with all the others, and is deemed to be present at the meeting.
- 9.3. There must be at least four meetings of directors each year.
- 9.3. Decisions of the directors are by majority vote of those present, unless otherwise specified in the Bylaws.

- 9.5. A resolution approved in writing by at least 2/3 of the directors is as valid as if it had been passed at a directors' meeting. Approval may be by facsimile, electronic mail, or similar method, provided that it is recorded and verifiable.

Part 10: POWERS AND DUTIES OF THE DIRECTORS

- 10.1. The directors may:
- a) conduct the business of the Society,
 - b) delegate their powers, and
 - c) regulate their meetings and affairs.
- 10.2. The directors must:
- a) elect a President and Vice-President from among their number,
 - b) appoint a Secretary and Treasurer,
 - c) set the powers and duties of the President, Vice-President, Secretary and Treasurer.
- 10.3. A director must:
- a) act honestly and in good faith in the best interests of the Society, and
 - b) exercise the care, diligence, and skill of a reasonable and prudent person in exercising the powers and performing the functions of a Director.
- 10.4. A director who is directly or indirectly interested in a proposed contract or transaction of the Society must disclose promptly and fully the nature and extent of his interest to the directors and comply with the Society Act.
- 10.5. No director shall be remunerated for acting as a Director, but may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society if the directors have approved the expenses in advance.

Part 11: DUTIES OF MEMBERS OF THE EXECUTIVE

- 11.1. The President must preside at all meetings of the Directors unless the directors decide otherwise.
- 11.2. The Vice-President must carry out the duties of the President during the absence or disability of the President.
- 11.3. The Secretary must:
- a) keep Minutes of all meetings of the Society and Directors,
 - b) have custody of the Common Seal of the Society,
 - c) maintain the register of Members, and

- d) file all documents as required with the Registrar.
- 11.4. The Treasurer must:
- a) ensure that full and accurate financial records are kept, as are necessary to comply with the Society Act,
 - b) render financial statements to the Directors, members, and others when required.
- 11.5. The directors may appoint other persons to function as part of the executive, and may set their powers and duties.

Part 12: FINANCIAL

- 12.1. In order to carry out the purposes of the Society, the directors may cause the Society to borrow money, and to secure the repayment of money borrowed.
- 12.2. No debentures shall be issued without the passing of a special resolution.
- 12.2. The directors may deposit or invest the funds of the Society in such manner and on such terms as they deem to be in the best interests of the Society.

Part 13: COPIES OF FINANCIAL STATEMENTS AND BYLAWS

- 13.1. The Society, on written request by a member, but no more than once a year, must provide a copy of the latest financial statements of the Society.
- 13.2. The Society must, on written request by a member, provide a copy of the Constitution and Bylaws.

Part 14: NOTICE

- 14.1. A notice under the Act or these Bylaws, unless otherwise required, may be delivered:
- a) personally, or
 - b) by mail to the address given by the member, or
 - c) by e-mail to the address given by the member.

Part 15: SEAL

- 15.1. The Directors may provide a common seal for the Society, and may destroy a seal and replace it with a new seal.
- 15.2. The seal must be affixed only pursuant to a directors' resolution, in the presence of those persons authorized by the directors, and accompanied by their signatures.

DATED: This 16th day of January, 2004

Witnesses

Applicants for Incorporation

Ken H Holmes
2359 LeRoi Avenue,
Rossland, B.C. V0G 1Y0
(as to 1)

Richard D. Deane,
1835 Butte Street,
Rossland, B.C. V0G 1Y0

(1)

Richard D. Deane,
1835 Butte Street,
Rossland, B.C. V0G 1Y0
(as to 2, 3, 4 and 5)

Stewart Spooner,
2157 4th Avenue,
Rossland, B.C. V0G 1Y0

(2)

Ken H. Holmes,
2359 LeRoi Avenue,
Rossland, B.C. V0G1Y0

(3)

(4)

Brian S. Steeves,
2490 Kootenay Avenue,
Rossland, B.C. V0G 1Y0

(5)

Barry A. Willisroft,
2429 2nd Avenue,
Rossland, B.C. V0G 1Y0