

Bylaws Of the Rural Islands Economic Partnership



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Bylaws of the Rural Islands Economic Partnership (the "Society")

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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.

“The Partnership” means representatives of Bowen, Cormorant, Cortes, Denman, Gabriola, Galiano, Gambier, Hornby, Lasqueti, Malcom, Mayne, Pender, Quadra, Salt Spring, Saturna, Pender, Texada, Thetis; as well as Indigenous Communities who have traditional or reserve land on these islands.

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

Application For Membership

2.1.a A person directly engaged in economic capacity building that will impact the Partnership, may apply to the Board for membership in the Society, and the person becomes a member on the Board’s acceptance of the application.

2.1.b Corporations, Societies, Partnerships, or Associations, directly engaged in community economic development may apply with a representative nominee to the Board for membership in the Society, and the entity becomes a member the Society on the Board’s acceptance of the application. The voting power of such memberships shall, in each case, be assigned to the individual nominated by the applying members.

2.1.c A person, Corporation, Society, Partnership, Associations or Government agencies indirectly engaged in community economic development within the impact area of the Partnership may apply to the Board for associate membership in the Society, becomes an associate member on the Board’s acceptance of the application.

2.1.d Local government with jurisdiction over these Islands as well as First Nations

Governing Councils may apply for membership in the Society. The entity becomes a member the Society on the Board's acceptance of the application. The voting power of such memberships shall, in each case, be assigned to the individual nominated by the applying members.

2.1.e. Membership is non-transferable and new applicants must apply for membership.

2.1.f Members are responsible to keep all of the information concerning their business current with Society. Communication with members will be via digital media as appropriate. All notices of Society meetings will be delivered by mail or email.

Duties Of Members

2.2.a Every member must uphold the constitution of the Society and must comply with these Bylaws. Duties include but not limited to:

- Pay Membership Dues when due
- Pay all other monies due and payable to Society when due
- Comply with these Bylaws
- Comply with code of ethics as is prescribed by the Board from time to time

Membership Categories

2.3.a Individuals engaged in economic capacity building that impacts the islands of the Partnership

2.3.b Corporations, Societies, Partnerships, Associations, directly engaged in community economic capacity building

2.3.c Members of Indigenous Communities with traditional or reserve lands on the islands within the Partnership

Voting Rights And The Amount Of Membership Dues

2.4.a The Board must determine the amount of the annual membership dues. Changes in dues are subject to the approval of the majority of the Directors.

2.4.b Other assessments may be levied against all members, if they are recommended by the Board and approved by a majority of the Directors.

Termination Of Membership If Member Not In Good Standing

2.6 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

Resignation of Membership

- 2.7** Any member of the Society who intends to retire from or resign his/her membership, may do so, at any time, upon giving the Board of Directors notice in writing of such intention, and upon discharging any lawful liability which is standing upon the books of Society against him/her at the time of such notice.

For resigning members in good standing, it will be at the discretion of the Board as to the amount of refund, if any.

PART 3 - GENERAL MEETINGS OF MEMBERS

Time And Place Of General Meeting

- 3.1** A general meeting must 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. 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.

Notice Of Special Business

- 3.3** A notice of a general meeting must state the nature 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.

Chair Of General Meeting

- 3.4** 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

3.5 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

3.6 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

3.7 The quorum for the transaction of business at a general meeting, is 3 voting members, or 10% of the voting members, whichever is greater.

Lack Of Quorum At Commencement Of Meeting

3.8 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

3.9 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

3.10 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

3.11 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

3.12 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

3.13 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

3.14 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.

Proxy Voting Not Permitted

3.15 Voting by proxy is not permitted.

Matters Decided At General Meeting By Ordinary Resolution

3.16 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

Number Of Directors On Board

4.1 The Society must have no fewer than (four) 4 and no more than (thirteen)13 Directors.

The Board Will Be Comprised of and includes the officers of the Partnership:

- 5 (Five Directors) Representing the regions of the Northern Gulf Islands; Southern Gulf Islands, Howe Sound, Queen Charlotte Strait
 - Bowen, Cormorant, Cortes, Denman, Gabriola, Galiano, Gambier, Hornby, Keats, Lasqueti, Malcom, Mayne, Pender, Quadra, Salt Spring, Saturna, Texada, Thetis,
- 3 (Three Directors) Representing Indigenous Communities with reserve or traditional lands on the islands within the Partnership
- 5 (Five) Directors-at-Large

Election Or Appointment 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 Chair.

Directors May Fill Casual 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 Of Appointment Of Director Filling Casual 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 5 - DIRECTORS' MEETINGS

Calling Directors' Meeting

5.1 A Directors' meeting may be called by the President or by any 2 other 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.

Quorum Of Directors

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

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

- 6.1** Directors must be elected or appointed to the following Board positions, and a Director, other than the President, may hold more than one position:
- (a) President (Board Chair)
 - (b) Vice-President (Board Vice-Chair)
 - (c) Secretary
 - (d) Treasurer

Directors At Large

- 6.2** 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

- 6.3** 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

- 6.4** 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.

Role Of Secretary

- 6.5** 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

- 6.6** 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

- 6.7** The Treasurer is responsible for doing, or making the necessary arrangements for the following in coordination with the Partnership's bookkeeper:
- (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 - REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration Of Directors

- 7.1** 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.

Director Business Expenses

- 7.2** It is expected that in the course of exercising duties, expenses may be incurred by Directors of the Board. The Partnership will reimburse Directors of the Board for all reasonable expenses incurred in exercising their responsibilities as a Director. The Board to determine what is 'reasonable'.

Signing Authority

- 7.3** 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 - AUTHORITY OF THE BOARD

Society Management

- 8.1** The management and discipline of the Society shall be in the hands of the Board of Directors and its officers. This includes all matters of finance, marketing, membership, programs, partnerships etc. The Board of Directors, subject to The Societies Act, and to the Bylaws of the Society, may exercise all the powers of a society.

The Board of Directors shall have the power to engage or dismiss any employee of the Society, and to fix the amount of remuneration or severance.

Establishing Committees

- 8.2** The Board of Directors may create such standing and special committees, working groups or task forces as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except to make recommendations to the Board.

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period only.

A special committee will automatically be dissolved upon the following:

- a) Completion of the specified time period; or
- b) Completion of the task for which it was created.

In the event the Board decides to create a committee, it must establish the terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

The members of a committee may meet and adjourn as they think proper for meetings of the committee.

The Board may dissolve any committee by Board resolution.

The standing committees of the Partnership may include Finance, Communication and Marketing, Program Creation, Strategic Planning, Membership and Nomination.

Appointment Of Senior Managers

- 8.3** The Board of Directors may, by Board resolution, appoint a Senior Manager (paid staff) that they, from time to time, deem necessary. All senior managers of the Society shall, at all times, be subject to the direction and supervision of the Board. A Senior Manager shall not incur any expense or obligation without first obtaining the approval and authority of the Board. A Senior Manager may be removed by Board resolution.

Annual Budget

- 8.4** Prior to the end of each fiscal year, the Board shall establish interim operating and capital budgets for the next fiscal year. Approval for these budgets shall be sought at a duly constituted Annual General Meeting.

Unapproved Expenditures

- 8.5** Any expenditure or series of related expenditures not approved in the current operating or capital budget that is in excess of thirty thousand dollars (\$30,000.00) must be approved by an Ordinary Resolution of a majority of voting Members present at a General Meeting. All such expenditures must be supported by detailed plans and cost estimates.

Entrance Fees, Assessments and Dues

- 8.6** The Board of Directors shall have the power to establish and set all entrance fees, assessments and annual dues, provided any increase in annual dues and/or assessments amounts to no more than fifteen per cent (15%) in any one year. Any greater increase must be subject to approval by the voting Members present at a General Meeting.

Borrowings

- 8.7** The Board has the authority to borrow money and issue notes or other evidences of debt obligations at any time, to anyone and for any consideration that the Directors determine, provided that the Society assets are not used as security or collateral in the transaction.

The Board of Directors shall for the purpose of carrying out the objectives of the Society, and by authorization of a General Meeting, have the power to raise or secure the payments or money on security of the whole or any part of the property and assets of the Society, whether present or future, and to grant, execute, seal and deliver mortgages, bill of sale, debentures, and other securities for the same, but in no case shall debentures be issued without an approved Special Resolution at a General Meeting of the Society.

Sales of Assets

- 8.8** The Board of Directors shall not lease, sell or otherwise dispose of any real estate, lease, or any asset of the Society without first receiving the sanction of a Special Resolution of the Society, except, the Board of Directors may dispose of items of equipment or furnishings that have become unusable to the Society.

PART 9 -RECORDS OF THE SOCIETY

Location

- 9.1** The Society's records are kept either at the Society's office or at its registered office as required by the Societies Act. A list of where each record is located is available, upon written request, from the Manager.

Members Inspection

Constitution & Bylaws Rural Islands Economic Partnership

9.2 A Member may, without charge, inspect the following specified records at the appropriate location:

- (a) The Society's certificate of incorporation;
- (b) Each certified copy, furnished to the Society by the registrar, of the following records:
 - (i) Constitution
 - (ii) Bylaws
 - (iii) Statement of Directors and registered office of the Society;
- (c) Any official document from the registrar;
- (d) A copy of any legal order from a court, government, an agency or official;
- (e) The register of Directors, including contact information provided by each Director;
- (f) Each written consent to act as a Director, and each written resignation of a Director;
- (g) A copy of each disclosure of interest by a Director or senior manager;
- (h) The Society's register of Members, but only if a Member provides the Society with a written application that provides the Member's assurances and undertakings as set out in Section 25 (4) and (7) of the Societies Act;
- (i) The minutes of each General Meeting, including the text of each resolution passed thereat;

- (j) A copy of each Ordinary Resolution or Special Resolution, other than a resolution included in the minutes of a General Meeting, and, if the case of a resolution consented to in writing by the voting Members, a copy of each of the consents to that resolution;
- (k) The approved financial statements and the Auditor's report thereon, required under Section 35 of the Societies Act.

A Member may, upon providing not less than fourteen (14) days written notice to the Society, also inspect the following records without charge during normal business hours:

- (i) Excluding the records of any in-camera proceedings, the minutes of each Directors' meeting, including a list of all the Directors in attendance and the text of each resolution passed at the meeting;
- (ii) A copy of each consent resolution of Directors and a copy of each of the consents to that resolution;
- (iii) Adequate accounting records pertaining to any transaction materially affecting the Society's financial position during each financial year.

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A Member may inspect the policies and procedures manual of the Society, as revised from time to time by the Board.

Public Inspection

- 9.3** A person, other than a Member or Director, may only inspect the Society's constitution, its Bylaws, the most recent audited financial statements and the Auditor's report thereon, if any.