

Vancouver Island Rock and Alpine Garden Society
BYLAWS

Part 1 - Interpretation

1. In these bylaws, unless the context otherwise requires,
 - (a) "directors" includes both officers and executive committee members at large of the Society for the time being;
 - (b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) "registered address" of a member means his address as recorded in the membership roll of the Society;
 - (d) "member" includes life members;
 - (e) "the unincorporated society" means the unincorporated assembly commonly known as "the Vancouver Island Rock and Alpine Garden Society".

2.
 - (a) Words importing the singular include the plural and vice versa.
 - (b) Words importing a male person include a female person and vice versa.
 - (c) Words importing a person include a corporation.

Part 2 - Membership

3. The members of the Society are
 - (a) the applicants for incorporation of the Society;
 - (b) those persons who, on the date these bylaws become effective, are members of the unincorporated society; and
 - (c) those persons who subsequently become members in accordance with these bylaws;but in all cases the provisions of these bylaws regarding cession of membership shall apply.

4. Any person not under 19 years of age may pay the annual membership fee of the Society and on acceptance of the fee by the Society shall be a member.

5. Every member shall uphold the constitution and comply with these bylaws.

6. Every member of the Society shall be eligible to be elected a director of the Society except as hereinafter provided.

7. (1) A member is not in good standing if his annual fee is unpaid after the date for payment fixed by the directors.
(2) The directors shall fix the annual membership fee and the date for

payment thereof.

8. (1) The members of the Society may, by ordinary resolution, designate life members of the Society, in order to honor persons whom the members deem to be dedicated to the purposes of the Society and to have made outstanding contributions to the affairs of the Society.
 - (2) Life members are not required to pay the annual membership fee of the Society and notwithstanding the provision of section 7(1) remain members in good standing until they cease to be members of the Society.
 - (3) Life members of the Society include all persons who are, on the date these bylaws become effective, life members of the unincorporated society.
9. A person shall cease to be a member of the Society
 - (a) by delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;
 - (b) on her death or in the case of a corporation, dissolution;
 - (c) on being expelled; or
 - (d) on four (4) months' default in payment of dues.
10. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Part 3 - Meetings of Members

11. (1) Regular monthly meetings of the Society are not general meetings of the Society unless so declared in the notice of meeting.
 - (2) Unless a regular monthly meeting has been declared a general meeting on notice, no business shall be transacted other than the presentation of verbal reports, and no minutes shall be taken, but the program may be recorded, summarized, transcribed, or published as the directors decide.
12. All general meetings of the Society shall be held at a time and place, in accordance with the Society Act, that the directors decide.
13. Every general meeting of the Society, other than an annual general meeting, is an extraordinary general meeting.

14. The directors may, when they think fit, convene an extraordinary general meeting.
15. (1) Notice of a general meeting shall specify the place, day, and hour of the meeting and, in case of special business, the general nature of that business.
(2) The accidental omission to give notice of a general meeting to, or the non-receipt of such a notice by, any member does not invalidate the proceedings at that meeting.
16. The annual general meeting shall be held in January.

Part 4 – Proceedings at General Meetings

17. Special business:
 - (a) all business at an extraordinary general meeting; and
 - (b) all business transacted at an annual general meeting, except:
 - (i) the consideration of financial statements;
 - (ii) the report of the directors;
 - (iii) the report of the auditor, if any;
 - (iv) the election of directors;
 - (v) the appointment of the auditor, if required; and
 - (vi) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by a report of the directors issued with the notice convening the meeting.
- 18 Subject to bylaw 19, the president of the Society, the vice-president, or (in the absence of both president and vice-president) one of the other directors present shall preside as chairman of a meeting.
19. If at a meeting
 - (a) no director is present within fifteen (15) minutes after the time appointed for holding the meeting; or
 - (b) no director present is willing to act as chairman, the members present shall choose one of their number to be chairman.
20. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (2) When a general meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
21.
 - (1) No special business shall be transacted at a general meeting other than that specified in the notice of meeting.
 - (2) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
 - (3) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - (4) At a general meeting, a quorum is twenty-five percent (25%) of the members in good standing, but no less than three (3). No quorum is necessary at a meeting which is not a general meeting.
22. If, within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting
 - (a) if convened on the requisition of the members, shall be terminated;
 - (b) in any other case, shall be adjourned to a date within the next ten (10) days; and
 - (c) if at a meeting so adjourned a quorum is not present within thirty (30) minutes of the time appointed for the meeting, then the members present at that time constitute a quorum.
23. Proceedings at general meetings shall be governed by the provisions of these Bylaws, the Society Act, such rules as the members may pass by ordinary resolutions, and "Robert's Rules of Order" where the foregoing are silent.
24.
 - (1) Any resolution proposed at a general meeting must be seconded.
 - (2) The chairman of a general meeting may not move, propose, or second a resolution.
 - (3) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member; and the proposed resolution shall not pass.
25.
 - (1) A member in good standing present at a general meeting is entitled to one (1) vote.
 - (2) A member not in good standing present at a general meeting is not entitled to vote or speak.

- (3) A member not in good standing present at a general meeting remains not in good standing once the meeting is called to order; and is not restored to good standing by paying the current annual membership fee after the meeting is called to order, until the meeting is adjourned or terminated.
- (4) Voting at a general meeting shall normally be by show of hands, but on request of any member in good standing present at the meeting, a vote shall be conducted by secret ballot.
- (5) Voting by proxy is not permitted.

26. Corporate members of the Society are non-voting members of the Society.

Part 5 – Directors and Officers

27. The executive committee of the Society shall be made up of the president, the vice-president, the secretary, the treasurer, and five members at large.
28. (1) The affairs and business of the Society shall be managed and controlled by the executive committee, subject to the provisions of these bylaws.
- (2) The executive committee may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to
- (a) all laws affecting Society; and
 - (b) these bylaws.
- (3) No rule made by the Society in general meeting, invalidates a prior act of the executive committee that would have been valid in the absence of such a rule.
29. (1) The directors of the Society shall retire from office at the conclusion of each annual meeting.
- (2) New directors shall be elected at each annual meeting and shall take office at the conclusion of the annual general meeting.
- (3) If no successor is elected to an office, that officer continues to hold office.
- (4) When fewer than five (5) executive committee members at large are elected, the other directors shall appoint members in good standing to fill any vacancy.
30. (1) Each officer of the Society shall be elected by a separate vote of the members of the Society in good standing present at the annual general meeting.
- (2) Where there is only one (1) nominee for an office, the person conducting the election may declare the nominee elected by acclamation.

- (3) The executive committee members at large of the Society shall be elected by one ballot of the members of the Society in good standing present at the annual general meeting. In this vote, each member able to vote shall cast one (1) ballot, and the five (5) nominees with the highest total ballots cast shall be declared elected.
- (4) Where there are five (5) or fewer nominees for the position of executive committee member at large, the person conducting the elections shall declare the nominees elected by acclamation.
- (5) Only members in good standing are eligible for nomination as officer or executive committee member at large.
- (6) No member shall be a director for more than three (3) consecutive terms unless a variance has been moved and approved by a majority of the members in attendance at the annual general meeting.
- (7) No person shall hold the office of president, vice president, secretary or treasurer for more than two (2) consecutive terms unless a variance has been moved and approved by a majority of the members in attendance at the annual general meeting.
- (8) No person shall be elected to the office of president who has not been a director for at least one (1) year.

31. (1) When a vacancy occurs on the executive committee, the directors remaining in office shall appoint a member in good standing to fill the vacancy.
- (2) A director so appointed holds office only until the next annual general meeting. For purposes of determining eligibility for re-election, a director so appointed on or before July 31 will be deemed to have been elected to her position, while a director so appointed on or after August 1 will not be so deemed.
- (3) If a director resigns his office, or otherwise ceases to hold office, a vacancy shall be deemed to exist on the executive committee.
- (4) Any member who ceases to be a member of the Society and who is a director of the Society shall cease to hold his office as a director.
- (5) Directors who become members not in good standing by reason of non-payment of the annual membership fee nonetheless continue to hold their offices.

32. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

33. The members may by special resolution remove a director from office before the expiration of her normal term of office, and may elect a successor to complete the term of office. If no such election is held, the remaining directors shall appoint a successor.

Part 6 – Proceedings of Directors

34. (1) The executive committee shall meet once during each calendar month except July, August, and December. These meetings shall be held on the same day each month, as fixed by the directors, at places and times as the directors see fit.
- (2) A director may at any time, and the secretary, on request of a director, shall, convene a meeting of the executive committee in addition to those meetings required by this section.
35. (1) The executive committee shall dispatch its business, adjourn its meetings, and otherwise regulate its meetings and proceedings as the directors see fit.
- (2) The quorum necessary for the executive committee to transact business shall be five (5) of the directors then in office, or, if there are fewer than five (5) directors then in office, attendance by all directors then in office shall constitute a quorum.
- (3) If there are fewer than five (5) directors in office the only business that may be transacted by the executive committee is
- (a) the appointment of members of the Society to fill such vacancies as exist on the executive committee;
 - (b) the election of a chairman; and
 - (c) the adjournment of its meeting.
36. The president shall be chairman of all meetings of the executive committee, but if at a meeting of the executive committee the president is not present within ten (10) minutes after the time appointed for holding the meeting, the vice-president shall act as chairman, and if neither president nor vice-president is present within ten (10) minutes of the time appointed for holding the meeting, the directors present shall choose one of their number to be chairman at that meeting.
37. (1) The secretary shall normally notify each director by mail of each meeting of the executive committee, specifying the place, date, and hour of the meeting but may from time to time as he sees fit make such notification by telephone or other means.
- (2) Notices of executive committee meetings may include a general description of business to be transacted.
- (3) The accidental failure to give notice of a meeting of the executive committee to, or the non-receipt of such notice by, any director does not invalidate the proceedings at that meeting.

38. (1) Any business within the powers of the executive committee may be transacted at any meeting of the executive committee, whether described in notice of meeting or not.
- (2) If at any time during a meeting of the executive committee there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or the meeting is adjourned or terminated.
- (3) If within thirty (30) minutes from the time appointed for a meeting of the executive committee a quorum is not present, the meeting shall be terminated.
- (4) Proceedings at meetings of the executive committee shall be governed by the provisions of these Bylaws, the Society Act, such standing rules as the directors may pass, and "Robert's Rules of Order" where the foregoing are silent.
- (5) Resolutions proposed at a meeting of the executive committee need not be seconded.
- (6) The chairman of a meeting of the executive committee may move, propose, and second resolutions.
- (7) In case of an equality of votes at a meeting of the executive committee, the chairman shall not have a casting or second vote.
- (8) Resolutions proposed at meetings of the executive committee shall be decided by a majority of votes unless otherwise stipulated by the standing rules or these Bylaws.
- (9) A resolution in writing, signed by all directors then in office, and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of the executive committee.
- (10) When the chairman of a meeting of the executive committee considers that there is a consensus in favour of any resolution, he may state that the resolution is passed unless there are any objections; and if no objection is made at that time, the resolution shall be noted in the minutes as passed and shall be valid and effective.

Part 7 - Duties of Officers

39. If a director fails to attend two (2) consecutive meetings of the executive committee without excuse acceptable to the president, or four (4) consecutive meetings of the executive committee with or without excuse acceptable to the president, that director shall be deemed to have resigned his office, and a vacancy shall be deemed to exist on the executive committee.
40. (1) The president shall preside at all meetings of the Society and of the executive committee.

(2) The president is the chief executive officer of the Society and as such shall supervise the other officers in the execution of their duties, shall have general supervision of the affairs of the Society, and shall be an ex-officio member of all committees except the Nominating Committee.

41. The vice-president shall carry out the duties of the president during his absence.

42. (1) The secretary shall

- (a) conduct the correspondence of the Society;
- (b) issue notices of meetings of the Society and of the executive committee;
- (c) keep minutes of all general meetings of the Society and of all meetings of the executive committee;
- (d) have custody of all records and documents of the Society except those required by these bylaws to be kept by the treasurer and those delegated to the safe-keeping of other members by the standing rules;
- (e) have custody of the common seal of the society; and
- (f) shall maintain the membership roll of the Society in satisfaction of Section 70 of the Society Act.

(2) In the absence of the secretary from a general meeting or a meeting of the executive committee, the directors present at that meeting shall appoint another member in good standing to act as secretary at that meeting.

(3) When the secretary is unable to carry out his duties due to absence or incapacitation the executive committee shall appoint a member in good standing to carry out those duties until the secretary is again able to do so; but a person so appointed shall not, unless he is a director then in office, have voice or vote at meetings of the executive committee

43. The treasurer shall

- (a) keep the financial records, including books of account, necessary to comply with the provisions of the Society Act; and
 - (b) render financial statements to the executive committee, to the members, and to any other person when required.
- (3) have general management of the Society's finances.

Part 8 - Seal

44. (1) The common seal of the Society shall be a depiction of the fairy slipper orchid (*Calypso bulbosa* of Linnaeus senior, amended by Oakes) surrounded by a circle containing the name of the Society.

- (2) The common seal of the Society shall be affixed only when authorized by a resolution of the directors, by those persons so authorized, or, if no persons are prescribed, in the presence of the president and secretary.

Part 9 – Finances

45. The fiscal year of the Society shall be the calendar year.
46. (1) In order to carry out the purposes of the Society, the directors may, on behalf of and in the name of the Society, raise or secure payment or repayment of money in the manner they decide, and in particular, but without limiting the foregoing, by the issue of debentures.
(2) No debenture shall be issued without the sanction of a special resolution.
47. The members may by special resolution restrict the borrowing powers of the directors but a restriction imposed expires at the next annual general meeting.
48. No director shall be remunerated for being or acting as a director, but may be reimbursed for expenses incurred while engaged in the affairs of the Society.

Part 10 – Notices to members

49. A notice may be given to a member, either personally or by mail to her at her registered address.
50. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
51. Only those members in good standing on the date of mailing notice of a general meeting are entitled to receive such notice.

Part 11 – Bylaws

52. On being admitted to membership, each member is entitled to, and the Society shall give him, without charge, a copy of the constitution, bylaws and standing rules of the Society.

53. These bylaws shall not be altered or added to except by special resolution.

Part 12 – Committees

54. (1) The executive committee may establish committees and may appoint any member of the Society in good standing as chairman of a committee.
- (2) In establishing a committee, the executive committee may also appoint as members of the committee any members of the Society in good standing, or it may empower the appointed chairman of the committee to make such appointments at his discretion. When the chairman of the committee is empowered to appoint members of the committee, he shall report, to the executive committee at its next meeting, the names of the members so appointed.
- (3) In establishing a committee, the executive committee shall specify the reasons for appointing the committee and the objects the committee is expected to carry out, and may specify an expiry date for the committee.
- (4) A committee so established shall conform in all its actions to any rules imposed on it by the executive committee, and shall report every act or thing done pursuant to its mandate, to the earliest meeting of the executive committee after it has been done.
- (5) The executive committee may delegate any, but not all, of its powers to any committee.
55. (1) If at a meeting of a committee, the chairman is not present within thirty (30) minutes after the time appointed for holding the meeting, the members of the committee shall choose one of their number to be chairman of the meeting.
- (2) The members of a committee may meet and adjourn as they think proper.
- (3) The members of a committee may appoint one of their number to act as secretary to the committee.
- (4) When the executive committee has empowered a committee to receive and disburse funds, the members of the committee shall appoint one of their number to act as treasurer to the committee. The treasurer to the committee shall
- (a) keep financial records, including books of account, necessary for the Society to comply with the Society Act;
 - (b) render financial statements to the executive committee and others when required; and
 - (c) keep the funds received by the committee deposited in a chartered bank, a trust company, or credit union approved by the executive committee.

56. All funds held by any committee belong to the Society and shall be turned over to the Society when the committee expires.
57. A committee expires when
- (a) an expiry date specified in its mandate is reached;
 - (b) it delivers its final report (if any) to the executive committee; or
 - (c) the executive committee so resolves.
58. (1) The president shall appoint a Nominating Committee each autumn and shall report the names of its chairman and members to the November meeting of the executive committee.
- (2) The Nominating Committee shall present a slate of nine (9) candidates for election as directors to the January meeting of the executive committee, and the names of the candidates shall be included in the notice of the of the annual general meeting sent to members.
- (3) The person conducting elections at the annual general meeting shall receive nominations from the floor in addition to those made by the Nominating Committee, provided the nominee consents.

Part 13 – Appointments

59. The executive committee shall appoint such functionaries as are needed for the orderly running of the Society and may empower any functionary to disburse funds on behalf of the Society up to an annual limit without further approval of the executive committee.

Part 14 – Standing Rules

60. (1) In order to ensure consistent administration of the Society's affairs, the Society shall have standing rules.
- (2) The standing rules shall be the standing rules of the unincorporated society on the date these bylaws become effective, as amended by majority vote of the directors from time to time.
- (3) No standing rule shall be effective in the event it is inconsistent with the constitution or bylaws of the Society, or with any law affecting the Society.
- (4) No motion of the executive committee shall amend the standing rules unless the motion explicitly states that it amends the standing rules.
- (5) Policy decisions of the executive committee are effective only for the term of office of that executive committee unless they amend the standing rules.

DATED this day of 1987
Witness(es) Applicants for Incorporation

Frederick G. Hook
785 Haliburton Road
Victoria, B.C. V8Y 1H7

Rex H. Murfitt
3499 Richmond Road
Victoria, B.C. V8P 4P7

Edwin M. Browning
3915 Wilkinson Road
Victoria, B.C. V8Z 5A3

George H. Nation
3023 Beach Drive
Victoria, B.C. V8R 6L3

Robert Lawrence Orme
#1 – 220 Moss Street
Victoria, B.C. VBV 4M4

Hamish Alexander Robertson
3952 Arbutus Place
Victoria, B.C. V8N 5X1

N. Clare Hughes
2901 Colquitz Avenue
Victoria, B.C. V9A 2M2

Renate L. Mayr
1238 Palmer Road
Victoria, B.C. V8P 2H7

William D. Barker
3980 Oakwinds Street
Victoria, B.C. V8N 3B3

Maedythe J. Martin
1465 Hamley Street
Victoria, B.C. V8S 1M9

Rodger F. Whitlock
3300 Wordsworth Street

Victoria, B.C. V8P 4B8