

Bylaws of the Revelstoke Local Food Initiative Society

Adopted March 14, 2018

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.

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.

Words Importing the Singular

1.4 Unless elsewhere otherwise expressly provided or unless the context otherwise requires, words importing the singular include the plural and vice versa and words importing the masculine gender include the feminine and neuter genders.

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.

Duties of members

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

Amount of membership dues

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- 2.3** The amount of the annual membership dues, if any, must be determined by the Board and approved at the annual general meeting. Changes to annual membership dues come into effect at the end of the annual general meeting.

Member not in good standing

- 2.4** 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

- 2.5** 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 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 3 consecutive months.
- 2.7** A member may be expelled from the society by passing a special resolution of the members at a general meeting.
- (a) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (b) The person who is the subject of the proposed resolution for expulsion must be given opportunity to be heard at the general meeting before the special resolution is put to a vote.

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. Written or electronic notice of the date, time and location of a general meeting will be sent to the postal or email address of members in good standing at least 14 days and not more than 30 days prior to the date of the meeting.

Ordinary business at general meeting

- 3.2** At a general meeting, the following business is ordinary business:
- (a) Adoption of rules of order;

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- (b) Consideration of any financial statements of the Society presented to the meeting;
- (c) Consideration of the reports, if any, of the Society directors or auditor;
- (d) Election or appointment of directors to positions on the Board or as directors at large;
- (e) Appointment of an auditor, if any;
- (f) Business arising out of a report of the Society 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 Board members 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.

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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 15 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 15 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. If there is no quorum within 15 minutes, the meeting must be 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

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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 Board members' 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 Board members' activities and decisions since the previous annual general meeting,
 - (iii) Elect or appoint board members, 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

3.15 When a person is unable to attend a general meeting, they may complete a Proxy Authorization Form (Appendix B) and arrange for another member to

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vote for them, in accordance with their instructions. A person may be responsible for no more than 2 votes.

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.

Voting on ordinary resolutions and special resolutions

3.17 An ordinary resolution is passed at a general meeting if the majority of voting members vote in favour. A Special Resolution is passed at a general meeting if 2/3 of the voting members vote in favour.

Special Resolutions

3.18 Committing the Society to any debt financing transaction requires a Special Resolution of a general meeting.

PART 4 – DIRECTORS

Number of board members on Board

4.1 The Society must have no fewer than 3 and no more than 8 board members.

Conduct of business by board members

4.2 The conduct of the business, management and operation of the Society shall be carried on by the board members, who for this purpose shall have vested in them all the powers of the Society.

Nominating committee

4.3 At least four weeks prior to the annual general meeting, the Board shall appoint a nominating committee from within the membership. The nominating committee shall propose a slate of qualified board members for the ensuing year and shall report the same to the annual general meeting. After the report has been given, the chairman of the nominating committee shall call for nominations from the floor for board members to be elected. All names, when properly seconded, shall be added to those recommended by the nominating committee.

Election or appointment of board members

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- 4.4** At each annual general meeting, the voting members entitled to vote for the election or appointment of board members must elect or appoint the Board.
- 4.5** The term of 50% of the board members ends at each annual general meeting. This includes 2 members of the executive in the following pattern: the President and the Secretary or the Vice President and the Treasurer. All board members may submit their names for re-election.
- 4.6** Each board is elected for 2 years.

Directors may fill casual vacancy on the Board

- 4.7** 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 Board's term of office.

Term of appointment of a director filling casual vacancy

- 4.8** A member appointed by the Board to fill a vacancy ceases to be a board member at the next Annual General Meeting and may stand for election for the remainder of the term created by the vacancy.
- 4.9** A director can be removed by Special Resolution, as outlined in Section 50 of the Societies Act.
- 4.10** A director may resign from the Board at any time by presenting his or her notice of resignation to the Board.

PART 5 – BOARD MEETINGS

Calling board meetings

- 5.1** A board meeting may be called by the president or by any 2 other board members.

Notice of board meeting

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

Proceedings valid despite omission to give notice

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

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Conduct of board meetings

5.4 The board members may regulate their meetings and proceedings using Robert's Rules.

Quorum of board members

5.5 The quorum for the transaction of business at a board members' meeting is a majority of the Board members.

5.6 A resolution may be passed without having a meeting of directors if two-thirds of the Board members agree to the resolution in writing or electronic format.

In-Camera meetings

5.7 The board may consider business in-camera if the business deals with:

- a) Discipline of any director or member;
- b) Expulsion or suspension of any person from any office of the Society, or of any member of the Society;
- c) Recruitment and employment of personnel;
- d) Acquisition of property or other contractual arrangements; or
- e) Preparation or planning for the presentation of a competitive bid, quote, or similar activity.

PART 6 – BOARD POSITIONS

Election or appointment to board positions

6.1 Directors must be elected or appointed to the following Board positions at an annual general meeting and must be elected annually. A director, other than the president, may hold more than one position:

- (a) President;
- (b) Vice-president;
- (c) Secretary;
- (d) Treasurer.

Directors at large

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6.2 Directors who are elected or appointed to the Board in addition to the positions described in these Bylaws are elected or appointed as board members at large.

Consent to Act as Director

6.3 Directors who are elected or appointed to positions on the Board must sign the "Consent to Act as Director" form. (Appendix A)

Role of president

6.4 The president is the chair of the Board and is responsible for supervising the other directors and contractors 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.

Role of secretary

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

- (a) Issuing notices of general meetings and board members' meetings;
- (b) Taking minutes of general meetings and board members' 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

6.7 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

6.8 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;

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- (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 board members

7.1 These Bylaws do not permit the Society to pay remuneration to a director for being a board member, 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. Any such payments must be authorized by other two (2) Society officers with signing authority.

Compensation for expenses

7.2 The Society will compensate directors for authorized expenses paid on behalf of the Society. Any such payments must be authorized by other two (2) Society officers with signing authority.

Signing authority

7.3 A contract, cheque or other record to be signed on behalf of the Society must be signed by two signing officers, at least one of whom is an approved board Director.

- (a) Signing officers shall be limited to president, vice president, treasurer, secretary and office manager of the Society.
- (b) Electronic banking to issue payment will be first approved in writing by two authorized signing officers of the Society before payment being actioned.

Borrowing

7.4 In order to carry out the purposes of the Society the board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide. The members must, by special resolution, approve any such financial transaction.

Inspection of Records

7.5 Members must apply in writing to the Board in order to inspect the Society's register of members.

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- 7.6** The general public may not inspect the Society's records other than those provided for public access.

Indemnity

- 7.7** Refer to Sections 64 to 66 of the Society Act.
- 7.8** Insurance: The Society will at all times maintain in force such directors' and officers' liability insurance.

Dissolution

- 7.9** Dissolution is governed by Part 10 of the Society Act and any assets are to be donated to the Community Connections' Food Bank or similar organization operation at the time of the Society dissolution.

Bylaws

- 7.9** These bylaws must not be altered or added to except by Special Resolution.

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Appendix A

CONSENT TO ACT AS DIRECTOR FOR REVELSTOKE LOCAL FOOD INITIATIVE SOCIETY

I hereby consent to act as a director of the Revelstoke Local Food Initiative Society. My consent will continue to be effective until I resign as a director, my term of office has expired, or I revoke my consent.

I certify that I am not disqualified from acting as a director under section 44 of the Societies Act (British Columbia).

DATED: _____ (day, month, year)

Director name: _____

Prescribed Address*:

Mailing Address:

*Prescribed address is the "office" or place where an individual can usually be served during the hours of 9 a.m. to 4 p.m. on business days, or it is the individual's residential address. Delivery must be a physical address, while mailing may include or be a PO Box.

SOCIETIES ACT (BRITISH COLUMBIA)

S. 44 - Persons qualified to be directors

(1) A person is qualified to be a director of a society only if the person is an individual who is at least 18 years of age.

(2) Despite subsection (1), an individual who is 16 or 17 years of age is qualified to be a director of a society if provided for in the regulations.

(3) Despite subsections (1) and (2), an individual is not qualified to be a director of a society if the individual is:

a) found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs,

b) an undischarged bankrupt, or

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c) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless

(i) the court orders otherwise,

(ii) five years have elapsed since the last to occur of:

(A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed,

(B) the imposition of a fine,

(C) the conclusion of the term of any imprisonment, and

(D) the conclusion of the term of any probation imposed, or

(iii) a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

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Appendix B - Proxy Authorization Form



I, _____ (name) of _____ (city) am a member in good standing of The Revelstoke Local Food Initiative Society.

As I am unable to attend the General Meeting to be held on _____, I hereby appoint _____, a member in good standing, as my Proxy to vote for me on my behalf.

Signature: _____

Date: _____