

# BRITISH COLUMBIA FIELD ORNITHOLOGISTS CONSTITUTION AND BY-LAWS

## CONSTITUTION

1. **NAME:** The name of the Society shall be “British Columbia Field Ornithologists.”
2. **PURPOSES:** The purposes of the Society shall be:
  - a. To promote the study and enjoyment of wild birds in British Columbia.
  - b. To disseminate knowledge and appreciation of birds to our Members and to the general public through the regular publication of a journal and/or a newsletter.
  - c. To foster cooperation between amateur and professional ornithologists, and to support ornithological research programs.
  - d. To support natural history and conservation efforts to preserve birds and their habitats.
3. **PROVISIONS:** It is the unalterable provision that Members of this Society shall have no interest in the property and assets of the Society. In the event of dissolution or winding up of the Society, any funds and assets of the Society remaining after satisfaction of its debt and liabilities shall be vested in and become the absolute property of a registered Canadian charitable organization whose objects most closely accord with those of this Society as determined by its Members at dissolution.

## BY-LAWS

### Part 1: Membership, Membership Dues, and Voting Privileges

1. Any person, corporation, or institution interested in birds may be accepted as a Member upon application to the Society and upon payment of the current annual Membership dues. Persons under the age of 18 years may be accepted as Junior Members, with reduced Membership dues.
2. Every Member shall uphold the constitution and comply with these by-laws.
3. The annual Membership dues shall be determined by the Directors.
4. The annual Membership dues shall be payable on the first day of January. A member shall be considered in arrears if dues are not received by the first day of March and is no longer considered to be a Member in good standing.
5. A person, corporation, or institution shall cease to be a Member of the Society:
  - a. By delivering a resignation in writing to the Secretary, or by mailing or delivering it to the address of the Society;
  - b. On death, or in the case of a corporation or institution, on its dissolution;
  - c. On being expelled; or
  - d. On being in arrears for payment of Membership dues.
6. Each member shall have one vote at an Annual General Meeting or any other meeting of the Society. A corporate or institutional Member may vote by means of its authorized representative, who is entitled to speak and vote, and in all other respects to exercise the rights of a Member.

## **Part 2: Meetings of Members**

7. A Member may be expelled for conduct detrimental to the Society by a special resolution passed at a meeting of the Directors. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The person who is the subject of the proposed expulsion shall be given an opportunity to be heard before the special resolution is put to a vote. This person shall also have the right of appeal to the next scheduled meeting of the Members, and shall be given an opportunity to be heard there before the special resolution for expulsion is put to a vote.
8. The Annual General Meeting shall be held prior to June 30<sup>th</sup> each year, at a place and time to be determined by the Directors.
9. The Directors may, from time to time, call an extraordinary general meeting when the need arises.
10. Notice of all Annual General Meetings and extraordinary general meetings shall be mailed to all Members at least 14 days before the meeting date. However, the accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any the Members entitled to receive notice, shall not invalidate proceedings at the meeting.
11. The President of the Society shall act as the chair at general meetings. In the absence of the President the Vice-President shall act as chair; in the absence of both the President and Vice-President, one of the other Directors present shall act as chair.
12. In case of an equality of votes, the chair shall not have a second or casting vote in addition to the vote to which he is entitled as a Member, and the resolution shall not pass.
13. At all meetings, decisions on all matters except the election of Directors shall be made on a show of hand by a majority of Members present. Election of Directors, should there be more candidates than vacant positions, shall be made by secret ballot.
14. In all matters not otherwise specified in these by-laws, procedures at general meetings shall conform to those recommended in *Robert's Rules of Order*.
15. Fifteen Members in good standing shall constitute a quorum at any meeting of Members. Should a quorum fail to be reached at two consecutive meetings, the number of Members present at the second meeting shall constitute a quorum for that meeting only.

## **Part 3: Directors and Officers**

16. The Directors shall be entrusted with the discharge of all business of the Society, with all monies received by the Society, and with all property owned by the Society.
17. The number of Directors shall not be fewer than seven or greater than nine. Four Directors shall constitute a quorum.
18. The Directors shall serve from the Annual General Meeting at which they are elected until the Annual General Meeting in the year in which the second year of their term would end. No Director shall serve for more than three consecutive two-year terms.
19. Nominations for new Directors may be made by any Member, and must be sent to the Secretary in writing, together with the signed consent of the nominee. Nominations may also be made from the floor at the Annual General Meeting, but must be accompanied by the nominee's written consent, or if the nominee is present, the nominee must give verbal consent.

20. The Officers of the Society shall consist of the President, Vice-President, Secretary, and Treasurer. The Officers shall be chosen by the Directors from among their number as soon as possible after the Annual General Meeting.
21. In the event of the resignation or death of a Director, the remaining Directors shall be empowered to appoint a Member to take the place of the former Director. An appointed Director shall have the same powers as elected Directors and shall serve until the following Annual General Meeting, at which time the appointed Member shall be eligible for election.
22. No act or proceeding of the Directors is invalid only by reason of there being fewer than the prescribed number of Directors in office.
23. No Director shall be remunerated for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society according to the Society policies and guidelines. The Policies and Guidelines and any subsequent revisions will be approved by the Members by majority vote at an Annual General Meeting prior to implementation.
24. The Members may by special resolution remove a Director before the expiration of that Director's term of office, and may elect a successor to complete the term of office.

#### **Part 4: Proceedings of Directors**

25. The Directors shall meet at such times and places as they deem necessary for the conduct of Society business, but not less than two times per year, of which one will be in conjunction with the Annual General Meeting.
26. The President shall chair all meetings of the Directors. In the absence of the President, the Vice-President shall chair the meeting. In the absence of both President and Vice-President, the Directors present may choose one of their Members to chair that meeting.
27. On the request of any two Directors, a meeting of the Directors shall be held, the time of any scheduled meetings of the Directors notwithstanding.
28. The Directors may delegate any, but not all of, their powers to a committee or committees as they see fit. Such committees may include general Members of the Society as well as Directors. Committees shall be appointed by the Directors, and shall choose a chairperson from among their Members. Each committee shall report on the activities and decisions of the committee as often as deemed appropriate by the committee and/or Directors.
29. The Directors may establish rules for the operation of committees, but in the absence of such rules, committees shall determine their own procedures.
30. Questions arising at meetings of the Directors and at meetings of committees shall be decided by a majority of votes, the chairperson shall not have a second or casting vote in addition to the vote taken as a Director or committee Member, and the proposed resolution shall not pass.
31. In all matters not otherwise specified in these by-laws, procedures at meetings of Directors and of committees shall conform to those recommended in *Robert's Rules of Order*.

### **Part 5: Duties of Officers**

32. The President shall chair all general meetings of the Society and meetings of the Directors. The President is the chief executive officer of the Society, and is responsible for the overall management of the Society.
33. The Vice-President shall carry out the duties of the President during the President's absence, and shall also carry out such other duties as may be assigned by the Directors.
34. The Secretary shall keep minutes of all meetings of the Society and of the Directors; shall issue notices of meetings of the Society and of the Directors; shall have custody of all records and documents of the Society except those required to be kept by the Treasurer; and shall keep the register of Members. However, any of these duties other than the keeping of minutes may be delegated by the Directors to a Member other than the Secretary.
35. The Treasurer shall keep the financial records, including books of account, necessary to comply with the Society Act; and shall provide financial statements to the Directors, Members and others when required. The Treasurer shall also be entrusted with all banking transactions, payment of accounts due, and management of funds for the Society.
36. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
37. In the absence of the Secretary, the Directors present shall appoint another Member to record minutes for that meeting.

### **Part 6: Borrowing**

38. In order to carry out the purposes of the Society the Directors may, in the name of and on behalf of the Society, raise or secure the payment or repayment of money in the manner they decide, and in particular but without limiting the foregoing, by the issue of debentures.
39. No debenture shall be issued unless authorized by a special resolution.
40. The Members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

### **Part 7: Notices to Members**

41. A notice may be given to a Member either in person or by mail at the Member's registered address.
42. A notice sent by mail shall be deemed to have been given on the third 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 placed in a Canadian post office receptacle.
43. Notice of a general meeting shall be given to every Member shown on the register of Members on the day notice is given. No other person is entitled to receive notice of a general meeting.

### **Part 8: By-Laws**

44. On being admitted to Membership, each Member is entitled to, and shall receive from the Society on request, without charge, a copy of the constitutions and by-laws of the Society.
45. These by-laws shall not be altered or added to except by special resolution. Members shall be notified by mail of the proposed changes to the by-laws at least 14 days before the meeting at which the proposed changes are to be voted upon.

Revised June 19, 1999