

CONSTITUTION OF THE F.E.R. FRIENDS OF ECOLOGICAL RESERVES SOCIETY

1. The name of the Society is "F.E.R. Friends of Ecological Reserves Society" (hereinafter referred to as the "Society").
2. The purposes of the Society are:
 - a) To promote the establishment, management, and maintenance of Ecological Reserves in British Columbia, including the acquisition of land for Ecological Reserves.
 - b) To promote understanding, communication and co-operation between the people of British Columbia and the Government of British Columbia.
 - c) To provide interested persons and organisations with opportunities to share in the development of the Ecological Reserves concept and in the benefits which it may offer.
 - d) To bring to the assistance of the government on a voluntary basis the talents and abilities of the public at large, particularly with regard to volunteer wardens.
 - e) To undertake such other activities which from time to time may be deemed appropriate.
 - f) To provide an avenue for private donations to fund research, management and acquisitions of Ecological Reserves land.
3. The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used in promoting its object. This provision shall be unalterable.

BYLAWS OF THE F.E.R. FRIENDS OF ECOLOGICAL RESERVES SOCIETY

1. MEMBERSHIP
 - a) A person may apply to the directors for membership in the Society and on acceptance by the Directors shall be a member.
 - b) The Society shall consist of members in the following categories:
 - 1) Individual
Any person joining the Society by payment of an annual fee as determined by the Society. Each individual member is entitled to one vote.
 - 2) Sustaining
Any person joining the Society by payment of an annual fee exceeding that of the individual fee by four times. Each sustaining member is entitled to one vote.
 - 3) Affiliate
Any group that wishes to affiliate itself with the Society by payment of an annual fee that is twice the amount of the individual fee. An affiliate group should choose one person as a representative who is entitled to one vote.
 - 4) Life
Any person wishing to support the Society until that person dies. The life membership is a one time payment of fifty times that of the individual fee. Life members are entitled to one vote.
 - 5) Honorary
Any person distinguished for their work in Service of Ecological Reserves in B.C. Each proposal to enroll a person as an Honorary Member shall be submitted upon recommendation by the Board of Directors to the Annual General Meeting for its approval. There is no fee for this class of membership. Each honorary member is entitled to one vote.
 - c) Every member shall uphold the constitution and comply with these bylaws.
 - d) A person shall cease to be a member of the Society:
 - 1) By delivering a notice of resignation to the Membership Secretary of the Society or

- 2) On his or her death or in the case of a corporation on dissolution or
 - 3) On being expelled or
 - 4) On having been a member not in good standing for six consecutive months.
- e) A member may be expelled by a special resolution of the members passed at a general meeting.
1. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 2. 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.
- f) A member who has failed to pay the current annual membership fee or any other subscription or debt due and owing by that member to the Society is not in good standing as long as the debt remains unpaid.

2. FEES

- a) The scale and amount of fees for membership shall be determined by the Board of Directors, subject to approval by a general meeting of the Society.
- b) Fees are payable annually. The membership of any Organisation or Individual Member whose fees are six months in arrears shall be considered as lapsed. These members may be reinstated upon payment of arrears.

3. FISCAL YEAR

The fiscal year of the Society ends on the 31st day of December in each year.

GENERAL MEETINGS

4. MEETINGS

- a) An Annual General Meeting of the society shall be held at least once in every calendar year and not more than 15 months after the adjournment of the previous annual meeting.
- b) At the Annual General Meeting reports of the Officers and the Auditor shall be presented and an Auditor for the ensuing year shall be appointed. Such other items of business may be considered as are set out in the notice calling the meeting.
- c) The directors of a society, on the requisition of 10% or more of the voting members of the society, shall convene a general meeting of the society without delay. Such a requested meeting must be called within 21 days of receipt of the request by the Board.
- d) At least 14 days notice of the date, time and place of general meetings must be given in writing to each member of the Society and the notice shall state the business to be considered.
- e) Ten members present at any duly called general meeting shall constitute a quorum.

5. VOTING RIGHTS

- a) All members in good standing and personally present at the general meetings have one vote.
- b) Voting by proxy is not permitted.

6. BOARD OF DIRECTORS AND OFFICERS

- a) There shall be a Board of Directors of no more than 12 people which shall be made up of those persons elected from the membership by those members of the society who are in good standing and who are eligible to vote at the Annual General Meeting of the Society.

- b) Meetings of the Board of Directors shall be called by authority of the Directors. At least 7 days notice must be given to all members of the Board of Directors stating date, time and place, also items of business to be considered. Four Directors shall constitute a quorum.
- c) The Officers of the Society shall be a President, a First Vice-President, a Recording Secretary, a Membership Secretary, and a Treasurer, to be elected from among the members of the Board of Directors at the first meeting of the Board following Annual General Meeting and shall take office immediately.
- d) Should a vacancy in office occur during the term, the vacancy may be filled by the Board of Directors.
- e) The Board of Directors may authorise the formation of Committees for special purposes and appoint Chairs of such.
- f) Removal of Directors or Officers may be initiated by the Board of Directors by special resolution before the expiration of the period(s) of office. Approval of the special resolution shall require that a general meeting of the Society be called 14 days after the original notice.

7. DUTIES OF DIRECTORS, OFFICERS AND CHAIRS OF COMMITTEES

- a) The Board of Directors shall be responsible for carrying on the business and activities of the Society.
- b) The President shall preside over all general meetings and of meetings of the Board of Directors and of the Executive Committee. The President shall also be, ex-officio, a member of all Committees.
- c) The Vice-President shall carry out all duties of the President in the absence of the President.
- d) The Recording Secretary shall conduct the correspondence of the Society, shall be responsible for the keeping of the records and minutes, and shall advise all members of meetings.
- e) The Membership Secretary is responsible for collecting the membership fees, issuing receipts and membership cards, keeping a complete and accurate list of the members and turning over to the Treasurer the membership fees received.
- f) The Treasurer shall receive all dues, gifts and funds raised by any or all means whatsoever, shall give receipts for and deposit such monies in a Bank, Trust Company or Credit Union specified by the Board of Directors.
- g) The Treasurer shall disburse from the funds of the Society, such sums as are authorised by the Board of Directors, either for the preparation and accuracy of all financial reports compiled or maintained during the Treasurer's term of office.
- h) Signing Officers shall be any two of the President, Vice-President, Treasurer or Secretary.
- i) The Officers shall make available the pertinent minutes, books and records to any member as required by the Society Act of British Columbia.
- j) Subject to the provisions of the Society Act, the Board of Directors may borrow money in such manner as it seems fit provided that such action is approved by a general meeting of the Society.
- k) At each Annual General Meeting the Society shall appoint an auditor to hold office until re-elected or a successor is removed by general resolution. An auditor shall be informed forewith in writing of appointment or removal. No Director and no employee of the Society shall be auditor. The auditor may attend general meetings.

- 8. The Constitution and Bylaws of the Society may be amended at any general meeting of the Society by a Special Resolution passed by a majority of not less than 75 percent of the voting members present. Proposed amendments to the Constitution and Bylaws must be placed in writing before all members of the Society at least 21 days before the general meeting at which the amendments are to be presented.

9. WINDING UP OR DISSOLUTION

- a) Winding up of the Society shall be by ordinary resolution passed at a general meeting by a majority of those members entitled to vote.
- b) Upon winding up of the Society or on dissolution thereof the ordinary resolution authorising such winding up shall specify that all assets belonging to or accruing to the Society, shall be vested in and become the absolute property of the Federation of B.C. Naturalists, or upon the winding up of the Federation of B.C. Naturalists, any other British Columbia charitable society with similar aims and objectives and as set out in item 2 of the Constitution.