

# **COWICHAN WATERSHED SOCIETY BYLAWS**

## **1. MEMBERSHIP**

- (a) The members of the society are the applicants for incorporation of the society, the directors of the society, and those persons who subsequently become members in accordance with these bylaws.
- (b) A person may apply to the directors for membership in the society and on acceptance by the directors, that person becomes a member.

## **2. TERMS OF INDIVIDUAL MEMBERSHIP**

- (a) Every member must uphold the constitution and comply with these bylaws.
- (b) Every member should become and remain familiar with water management issues in the Cowichan Watershed.
- (c) Every member should have information or knowledge or a willingness to have information and knowledge related to the purposes of the society.
- (d) Every member should respect the points of view held by other members.
- (e) A person ceases to be a member of the society
  - i. by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
  - ii. on his or her death or, in the case of a corporation, on dissolution, or
  - iii. on being expelled, or
  - iv. on having been a member not in good standing for twelve (12) consecutive months.
- (f) A member may be expelled by a special resolution of the members passed at a general meeting.
- (g) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (h) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

- (i) All members are in good standing except for those members who owe debt to the society or fail to uphold the bylaws and constitution of the society.

### **3. MEETINGS OF MEMBERS**

- (a) The annual general meeting will take place in the Cowichan Watershed each year.
- (b) Notice of the annual general meeting shall be given to all society members at least thirty (30) days before the date of the meeting and must specify the place, date and hour of the meeting, and, in case of special business, the general nature of that business.
- (c) The manner in which notice is given will be decided by the directors.
- (d) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- (e) Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- (f) Extraordinary general meetings may be called at any time by the directors.
- (g) The first annual general meeting of the society must be held not more than fifteen (15) months after the date of incorporation and after that, an annual general meeting must be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.
- (h) The business which must be conducted at the annual general meeting is:
  - i. presentation of the financial statements of the society;
  - ii. presentation of the report of the auditor, if any; and
  - iii. presentation of the annual report of the directors.

### **4. PROCEEDINGS AT GENERAL MEETINGS**

- (a) Quorum must be present to conduct business at a general meeting.
- (b) Quorum for a general meeting shall be fifty (50) percent of the members plus one (1) but shall not be less than three (3) members.

- (c) Unless otherwise agreed upon, the Co-Chairs appointed in accordance with section 7(b) will alternately serve as chair of the meeting.
- (d) The chair of a meeting may move or propose a resolution.
- (e) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- (f) A member in good standing present at a meeting of members is entitled to one (1) vote.
- (g) Voting is by show of hands.
- (h) A member may vote by its authorized representative or proxy, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

## 5. DIRECTORS

- (a) There shall be a Board of Directors comprised as follows:
  - i. the Cowichan Tribes shall appoint ~~two (2)~~ three (3) directors from among the Cowichan Tribes Chief and Council; [Revision 2018/02/26]
  - ii. the CVRD and the Cowichan Tribes shall jointly appoint four (4) directors from the communities of the Cowichan watershed;
  - iii. the CVRD and the Cowichan Tribes shall jointly appoint up to two (2) directors recommended by the Government of Canada;
  - iv. the CVRD and the Cowichan Tribes shall jointly appoint up to two (2) directors recommended by the Government of British Columbia.
- (b) The directors appointed by Cowichan Tribes shall coincide with the Cowichan Tribes Chief and Council term of office, with the exception that the directors appointed by Cowichan Tribes shall remain directors of the society until their successors take office; appointments may be renewed.
- (c) The term of all other directors is three (3) years; appointments may be renewed.
- (d) A director may be removed by affirmative vote of both Co-Chairs and a majority of the other directors, if they believe removal is in the best interest of the board's deliberations and effectiveness.

- (e) If a director resigns his or her office or otherwise ceases to hold office, the CVRD and/or the Cowichan Tribes must appoint a member to take the place of the former director in accordance with section 5(a).
- (f) An act or proceeding of the directors is not invalid merely because there is less than the prescribed number of directors in office.
- (g) Meetings of the Board of Directors are open to the public; except when the Board is required to hold an in-camera meeting to comply with Section 90 of the Community Charter, or for other reasons as the directors may agree upon.
- (h) Public notification of meetings will be provided at least one (1) week in advance of regularly scheduled meetings.
- (i) A director must not be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

## **6. DUTIES OF DIRECTORS**

- (a) A director of a society must act honestly and in good faith and in the best interests of the society.
- (b) The directors may meet at any place they deem appropriate to conduct business and such meetings shall be open to the public.
- (c) The quorum for directors meetings is fifty (50) percent of the directors plus one (1).
- (d) The directors shall meet at least six times each year.
- (e) Each director present shall have one (1) vote. Attendance by telephone or video conference is permitted where practical.
- (f) The directors may delegate any, but not all, of their powers to committees consisting of directors as they see fit.
- (g) The directors shall receive and give due consideration to reports, advice and recommendations received in writing from the Cowichan Watershed Board, being a board comprised of members representing the Cowichan Valley Regional District, Cowichan Tribes, the Government of British Columbia and the Government of Canada.
- (h) A resolution in writing, signed or otherwise approved by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

## 7. OFFICERS

- (a) The officers shall be:
  - i. two Co-Chairs;
  - ii. one Secretary; and
  - iii. one Treasurer.
- (b) The directors shall appoint or elect officers from amongst themselves.
- (c) The Secretary and Treasurer shall be appointed by the directors from amongst themselves.
- (d) Unless otherwise agreed upon, the Co-Chairs will alternately preside at all meetings of the society and of the directors.
- (e) The Co-Chairs are the chief executive officers of the society and must supervise the other officers in the execution of their duties.
- (f) The Secretary must do or oversee the following:
  - i. conduct the correspondence of the society;
  - ii. issue notices of meetings of the society and directors;
  - iii. keep minutes of all meetings of the society and directors;
  - iv. have custody of all records and documents of the society except those required to be kept by the Treasurer; and
  - v. maintain the register of members.
- (g) The Treasurer must do or oversee the following:
  - i. keep the financial records, including books of account, necessary to comply with the Society Act, and
  - ii. render financial statements to the directors, members and others when required.
- (h) The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary-Treasurer.

- (i) In the absence of the Secretary from a meeting, the directors must appoint another person to act as Secretary at the meeting.

## **8. BORROWING POWERS**

- (a) 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 the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- (b) A debenture must not be issued without the authorization of a special resolution.
- (c) The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

## **9. AUDITOR**

- (a) The society may choose to require an auditor. In that case, an auditor will be appointed by the directors at each annual general meeting. The auditor may not be a director or employee of the society, and can be removed by ordinary resolution.

## **10. SPECIAL RESOLUTIONS AND ALTERATIONS OF CONSTITUTION OR BYLAWS**

- (a) Each member of the society is entitled to a copy of the constitution and bylaws.
- (b) The constitution and bylaws must not be altered or added to except by special resolution.
- (c) A special resolution may be made at any general meeting. The majority necessary for the passing of a special resolution shall be seventy-five (75) per cent of the members who are present at the general meeting in which the special resolution is considered.
- (d) A resolution which is proposed for consideration as a special resolution at any general meeting must be received in written form by the directors at least thirty (30) days in advance of the general meeting at which such resolution is to be considered.
- (e) A special resolution may also be passed with the written consent of every member of the society.

Dated: August 1, 2013

Revised March 6, 2014

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