



# **Bragg Creek Wild Bylaws**

**(Incorporated in 2022)**

## **ARTICLE -1 PREAMBLE**

### **1.1 The Society**

The name of the society is **Bragg Creek Wild Society** hereinafter referred to as "the Society".

### **1.2 The Bylaws**

The following articles set out the bylaws of the Society.

### **1.3 The Society's Vision**

Bragg Creek and area is a safe and sustainable environment where wildlife and humans co-exist.

### **1.4 The Society's Objectives**

Advocate, through awareness, advocacy and solution-based activities, for the protection of wildlife and their habitats by:

1. Preserving connectivity;
2. Promoting safe wildlife routes;
3. Educating the public to reduce human-wildlife conflict.

## **ARTICLE 2 - MEMBERSHIP**



## **2.1 Admission of Members**

Any person may become a member by completing and submitting a membership application form.

2.1.1 A membership entitles a member to:

1. All rights and privileges as determined annually by the Board.
2. The right to participate and vote at any duly constituted Annual General Meeting and Special Meetings.

2.1.2 A register of members shall be kept current and confidential by the Secretary.

2.1.3 An employee may hold a membership but may not hold a position on the Board.

2.1.4 It is the duty of all members to act in a manner consistent with the Society's vision and objectives and these bylaws.

2.1.5 Any member may terminate a membership at any time by giving the Society notice in writing, but there shall be no reimbursement of membership fees previously paid.

2.1.6 Any member upon majority vote of all members of the society may be expelled or suspended from membership in the Society for any cause which the Society deems reasonable. Membership will cease immediately following the vote.

## **2.2 Membership Categories**

Members will fall into one of two categories:

1. Contributors: those who volunteer on Society committees or working groups.
2. Fans: those who follow the work of the Society and may on occasion volunteer for the Society.



## **2.3 Membership Fees**

Membership fees, if any, shall be determined by the Board of Directors.

### **2.3.1 Membership Year**

The membership year is the same as the Society's fiscal year (January 1 to December 31).

## **ARTICLE 3 - MEETINGS OF THE SOCIETY**

### **3.1 Attendance at Meetings**

Each AGM or Special Meeting of the Society shall be open to the members.

#### **3.1.2 Quorum**

Quorum for the AGM or Special Meeting shall be 51% or 10 members.

#### **3.1.3 Official business in Absence of Quorum**

Official business of the Society cannot be conducted in the absence of quorum.

### **3.2 Annual General Meeting of the Membership**

The Board of Directors shall convene an Annual General Meeting ("AGM") of the Membership on or before May 31st of each year.

#### **3.2.1 Notice**

Notice for the AGM will be provided to members at least 21 days prior to the meeting by email.



This notice shall state the place, date and time of the AGM, and any business requiring a Special Resolution.

### 3.2.2 AGM Business

The business of the AGM shall include:

1. Adoption of the AGM Agenda.
2. Adoption of the minutes of the previous year's AGM.
3. The President's report of the year's activities.
4. The Treasurer's report and the audited financial statements of the Society for the preceding fiscal year (January 1st to December 31st).
5. The appointment of auditors for the upcoming fiscal year.
6. Any other business of the Society, except that *no* vote shall be taken on any matter requiring notice of a Special Resolution unless such notice has been given in the manner required in these bylaws.
7. The election of the Board of Directors.
8. The order of business shall be at the discretion of the President/Chairperson, provided that, in general, the business and reports relating to the preceding fiscal year shall take place before the election of the Board of Directors.

### 3.3 Special Meeting of the Society

A Special Meeting of the members may be called as circumstances shall require or dictate, if:

1. The Board of Directors sees fit to call such meeting;



2. A matter is being proposed for determination by a Special Resolution; or

3. The President receives a request in writing signed by 25% of the members, provided that any such request states the reason for the meeting and any motion intended to be determined at such meeting.

#### 3.3.1 Notice

Notice of a special meeting shall be given to all members at least 21 days prior to the meeting date by e- mail. This notice shall state the place, date, time and purpose of the meeting.

#### 3.3.2 Agenda for the Special Meeting

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

#### 3.3.3 Procedure at the Special Meeting

Any Special Meeting has the same method of voting and the same quorum requirements as the AGM.

### **3.4 Meetings of the Board**

The Board of Directors shall meet as often as required and at least once every three months.

#### 3.4.1 Notice

The President shall call the regular board meetings providing 10 days notice. Board meetings may be called with less than 10 days notice if there is quorum.

#### 3.4.2 Quorum.



Quorum for a Board meeting shall be a majority of the Board members.

### **3.5 Voting**

Except for the Chairperson, each adult member of the Society shall have one vote at any AGM or Special Meeting, and where elected or appointed to the Board, at any meeting of the Board.

#### **3.5.1 Majority Vote**

At all meetings of the Society, whether an AGM, Special Meeting or a meeting of the Board, every question to be determined shall be decided by a majority vote, unless otherwise required by these bylaws.

#### **3.5.2 Voting Method**

Except in the case of an election, voting will normally be done by a show of hands, but any member may request a vote by ballot. All voting will be done in person and not by proxy at all Society meetings.

#### **3.5.3 Matters Where No Meeting Required**

Notwithstanding any other provision of these bylaws, the Board may determine any matter within its powers without a meeting on the following basis: the matter shall be submitted to the Directors, by notice from the President, in the form of a resolution, together with sufficient information to enable the Directors to be reasonably informed as to the nature of that matter; and each Director shall cast a vote with respect to that resolution within three days after delivery of that notice or by such later date as is specified in that notice.

## **ARTICLE 4- GOVERNANCE**

### **4.1 Composition of the Board**



The Board of Directors shall consist of not fewer than five (5) and not more than seven (11) members, and shall be elected by those members present at the AGM except for filling board vacancies during the year which can be done with a simple majority vote of the current Board of Directors.

#### 4.1.2 Nominees

All nominees must be current members of the Society and present at the AGM or provide written acceptance of the nomination prior to the AGM. When there is only one candidate for a position, they may be acclaimed without a vote.

#### 4.1.3 Effective Date of Elections

Elections are effective immediately following the adjournment of the AGM.

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#### 4.1.4 Directors as Members

Each Director shall be a Member of the Society throughout their term as a Director. A Director cannot be an employee of the Society. No Director or Officer of the Society may receive any payment for their services as a director. Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

### **4.2 Powers and Duties of the Board**

The Board shall have full control and management of the affairs of the Society in accordance with the bylaws, except as stated in the *Societies Act*.

#### 4.2.1 Hiring Employees

The Board may hire employees to carry out specific functions under the direction and supervision of the Board.



#### 4.2.3 Approval for Time, Resources or Finances of the Society

No Board member will commit the Society's time, resources or finances without prior approval of the Board.

#### 4.2.4 Duties and Powers

The duties and powers of the Directors shall include (but not be limited to):

1. Promoting the objects of the Society;
2. Promoting membership in the Society;
3. Holding meetings as set out in the bylaws;
4. Maintaining and protecting the assets and property of the Society;
5. Making policies, procedures, rules and regulations for the management and operation of the Society;
6. Approving an annual budget for the Society;
7. Paying all expenses and receiving all revenues in the operation and management of the Society;
8. Undertaking, through whatever means the Board determines is advisable, to further the financial position of the Society, including fundraising activities, investments and to make whatever expenditures as are necessary to carry out its activities;
9. Ensuring that all books and records of the Society required to be created and maintained by these bylaws, by the *Societies Act*, by any other applicable statute or law are regularly and properly kept, including an updated register of Members;
10. Ensuring that all policies of insurance required to be maintained by the *Societies Act*, and other applicable statute or law, are acquired and maintained;
11. Entering into contracts on behalf of the Society; and



12. Filing such returns, reports and other materials as are required to be submitted under the *Societies Act*, other statutes or laws.

#### **4.3 Removal of a Director**

A Director shall be automatically removed from office who:

1. Resigns by giving 1 month notice in writing; or
2. Subject to Clause 2.1.6 is expelled or suspended as a member.

#### **4.4 Duties of the Directors**

##### **4.4.1 Duties of the President**

The President shall:

1. Be responsible for the overall functioning of the Board and delegate duties accordingly;
2. Chair all meetings of the Society, the Board and the Executive in accordance with these bylaws;
3. Act as the official spokesperson for the Society;
4. Be the principal signing authority on all contracts, official documents and correspondence of the Society, and a designated signing authority on all bank accounts of the Society; and
5. Be an ex-officio member of all committees of the Board.

##### **4.4.2 Duties of the Vice-President**

The Vice-President shall:



1. Assist the President generally in the performance of the President's duties; and
2. Assume the powers and duties of the President in either the temporary or permanent absence of the President, including serving as Chairperson at all meetings in the absence of the President.

#### 4.4.3 Duties of the Secretary

The Secretary shall:

1. Attend each General Meeting and each meeting of the Board and the Executive and ensure accurate minutes are kept of such meetings;
2. File the annual return, the audited financial statements, any Special Resolutions, changes in the Directors, amendments to the bylaws and other incorporating documents with the Corporate Registry or any other applicable regulatory body, as required by the Act, and other statutes or laws; and
3. Maintain the minute book, if required, according to the requirements of the *Societies Act* including all pertinent documents, certificates, reports, and correspondence and make these available to members and auditors in a timely fashion.

#### 4.4.4 Duties of the Treasurer

The Treasurer shall:

1. Manage all financial affairs of the organization including applicable reporting such as filing annual tax returns and ensuring grant funds are spent and reported on as set out by funding agencies within the timelines required by them;
2. Ensure all monies payable to the Society are deposited in a chartered bank, treasury branch, or trust company chosen by the Board;
3. Disburse the funds of the Society under the direction of the Board and in compliance with



these bylaws and the *Societies Act*;

4. Be responsible for the care, custody, control and maintenance of the finances and financial records of the Society;

5. Provide a financial report as requested to the Board and be able to advise the Board at any time of the financial position of the Society; and

6. Ensure that an audited financial statement for the preceding Fiscal Year is prepared by the appointed auditors and presented at the AGM.

#### 4.4.5 Duties of the Past President

The Past President shall carry out duties assigned by the Board.

### 4.5 Board Committees

The Board may appoint standing or ad hoc committees to facilitate certain tasks.

#### 4.5.1 Committee Updates

Committees shall ensure that updates and reports are submitted to the board on a regular basis or as requested.

#### 4.5.2 Board Approval

Committees shall acquire Board approval before moving forward with any plans or committing any Society resources.

## ARTICLE 5-FINANCE AND OTHER MANAGEMENT MATTERS

### 5.1 Finance and Auditing

#### 5.1.1 Fiscal Year



The Society's fiscal year is January 1 to December 31.

#### 5.1.2 Signing Authority

The Board members designated under these bylaws shall be the signing authorities on the Association's bank accounts. Two signatures of Board Members are required on all cheques, and all cheques must be signed by either the President or the Treasurer unless otherwise authorized by them. However, any cheque payable to a Director or to a person with whom a Director is Legally Related shall not be signed by that Director.

#### 5.1.3 Annual Audit

An annual audit of the books, accounts and records of the Treasurer shall be conducted annually on a date set by the Board, in time to be presented at the AGM. A duly qualified accountant shall be appointed annually by the President, with approval of the Board, and ratified by the Members at the AGM. At each AGM, the auditor shall submit a complete statement of the books for the previous year.

#### 5.1.4 Budget Approval

Acceptance and approval of the budget is approval of any expenditure therein.

#### 5.1.5 Borrowing Powers

For the purpose of carrying out its objectives, the Board may borrow or raise money in the manner it sees fit.

### 5.2 Seal

The Society is not adopting a seal.



### **5.3 Minute Book**

#### **5.3.1 Maintaining the Minute Book**

The Secretary or other Officer directed by the Board, shall maintain and have charge of the minute book of the Society and shall record in it the minutes of all proceedings of all General Meetings and meetings of the Board.

#### **5.3.2 Inspecting the Minute Book**

Subject to any limitations on the disclosure of personal information under the *Personal Information Protection Act*, the minute book of the Society may be inspected by any member at any time upon giving reasonable notice.

#### **5.3.3 Inspection of Other Records**

Other records of the Society are open for inspection, except for records that the Board designates as confidential.

### **5.4 Liability and Indemnification**

#### **5.4.1 Director Indemnification**

Each Director holds office with protection from the Society. The Society indemnifies each Director against all costs or charges that result from any act done in his or her role for the Society so long as that act is not the result of fraud, dishonesty or bad faith.

#### **5.4.2 Liability for Acts of Others**

No Director is liable for the acts of any other Director or employee. No Director is responsible for any



loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society.

#### 5.4.3 Members not Liable

No Member shall be liable in the Member's individual capacity for any debt or liability of the Society.

#### 5.4.4 Reliance on Auditor's Report

Directors can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors are not held liable for any loss or damage as a result of acting on that statement or report.

### **ARTICLE 6-DISSOLVING THE SOCIETY**

If by special resolution it is determined to dissolve or wind down the Society, after fulfilling all legal and legislated obligations any remaining assets will be distributed to one or more charitable organizations in Canada.

A committee will be formed, composed of the President, The Treasurer, two Directors, and minimum of two Members at large, to manage the disposition of the assets and the dissolution of the Society.

### **ARTICLE 7- AMENDING THE BYLAWS**

The bylaws may be rescinded, altered or added to by Special Resolution.



*This information is being collected for the purposes of corporate registry records in accordance with the Societies Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for the Alberta Government, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-7013*

Form  
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