

# Guardians of Nicola Lake and Watershed Society Bylaws

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### 1. Name & Purpose

#### 1.1 Name

The name of the society is *Guardians of Nicola Lake and Watershed Society*.

## 1.2 Purpose

- Stewardship, protection, and restoration of water quality and biodiversity in Nicola Lake and its connected watershed.
- Foster collaboration among all stakeholders, including but not limited to, local communities, Indigenous Nations, local, provincial and federal governments, agencies, and local businesses to achieve the society's purposes.
- Promote education, monitoring, and reporting activities aligned with BC watershed best practices.

## 1.3 Nonprofit Status

The Society shall not carry on business for the purpose of profit or gain to its members. Any income shall be used solely in promoting the Society's purposes.

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## 2. Definitions & Application

### 2.1 Definitions

These bylaws are governed by the *Societies Act of British Columbia* (the "Act").

- "Act" means the *Societies Act of British Columbia*.
- "Society" means the *Guardians of Nicola Lake and Watershed Society*.
- "Special resolution" means a resolution passed by at least 2/3 of the votes cast by voting members in accordance with the Act.
- "General meeting" means an annual general meeting or a special general meeting.
- "Board" means the Directors of the Society.
- "Director" means an individual elected or appointed to the Board.
- "Registered address" means a member's address as recorded in the Society's register of members.
- "Bylaws" means these Bylaws as altered from time to time.

### 2.2 Legal Capacity

The Society has the capacity and rights of a natural person under the Act, subject to any limitations in the Act or these bylaws.

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## 3. Membership

### 3.1 Eligibility

Open to individuals, Indigenous Nations, local governments, landowners, and organizations who support the Society's purposes.

### **3.2 Member in Good Standing**

A member is in good standing if their dues are up to date and they support the purposes of the Society.

### **3.3 Member Not in Good Standing**

A member is not in good standing if they fail to pay their annual membership dues within 30 days following notice after the fiscal year-end.

### **3.4 Members Not in Good Standing May Not Vote**

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.

### **3.5 Admission & Resignation**

Membership begins upon Board approval of application.

Members may resign in writing at any time.

### **3.6 Fees**

Membership dues shall be determined annually by the Board.

### **3.7 Removal & Discipline**

A member may be suspended or expelled for conduct deemed harmful to the Society.

The member shall be given notice, reasons, and an opportunity to be heard before a final decision is made at the discretion of the Board.

Appeals must be submitted in writing and will be considered by the Board.

### **3.8 Member Disputes**

In the case of disputes between members or between a member and the Society, parties will seek resolution through respectful dialogue.

If unresolved, the Board may facilitate mediation.

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## **4. Board of Directors**

### **4.1 Roles & Powers**

The Board governs the Society, manages finances, adopts policies, and oversees operations in alignment with the Society's purposes.

### **4.2 Composition & Terms**

The Board consists of 5-7 Directors including a President, Vice President, Treasurer, Secretary, and Directors at Large.

All Directors serve one-year terms and may be re-elected.

### **4.3 Eligibility**

All Directors must be members and at least 18 years of age.

### **4.4 Election & Removal**

Directors are elected by majority vote at the AGM.

A Director may be removed by special resolution of the members.

### **4.5 Vacancies**

The Board may appoint a replacement to serve until the next AGM.

### **4.6 Meetings**

Minimum of four Board meetings per year.

At least one meeting must be in person; others may be virtual.

Quorum is a majority of current Directors.

In the case of a tie vote, the chair does not have a second vote, and the motion is defeated.

### **4.7 Conflict of Interest**

Directors must disclose real or perceived conflicts and refrain from participating in related decisions.

### **4.8 Indemnification**

Directors and officers shall be indemnified against all reasonable expenses arising from legal proceedings, provided they acted in good faith and in the best interest of the Society.

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## **5. Officers**

### **5.1 Officer Roles**

Officers include a President, Vice-President, Secretary, and Treasurer, elected by the Board following the AGM.

### **5.2 Duties**

- President: Chairs meetings and represents the Society publicly.
- Vice-President: Assists and acts in place of the President.
- Secretary: Keeps records and maintains compliance.
- Treasurer: Oversees finances and presents financial statements.

### **5.3 Additional Officers**

The Board may appoint other officers as needed.

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## **6. Meetings**

### **6.1 Annual General Meeting (AGM)**

Held within 6 months of fiscal year-end.

At least 14 days' written notice is required, but not more than 60 days in advance.

Agenda must include Director elections, financial statements, and annual reports.

### **6.2 Special General Meetings**

May be called by the Board or by 10% of voting members.

Must follow the same notice period and content as the AGM.

### **6.3 Notice of Meetings**

Notice shall include date, time, method (e.g., in-person or video conference), and agenda, including any proposed special resolutions.

### **6.4 Electronic Participation**

Directors may attend meetings electronically.

AGMs and special meetings are generally held in person unless otherwise determined by the Board.

### **6.5 Voting**

Each voting member has one vote.

Resolutions are passed by simple majority unless otherwise required by the Act or these bylaws.

### **6.6 Proxy Voting**

Voting by proxy is not permitted.

### **6.7 Quorum for General Meetings**

The quorum for the transaction of business at a general meeting is 15 voting members.

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## **7. Remuneration & Reimbursement**

### **7.1 No Remuneration**

Directors and officers serve without pay.

### **7.2 Expense Reimbursement**

The Society may reimburse reasonable, pre-approved expenses incurred in service of the Society, per Board policy.

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## **8. Finances**

### **8.1 Fiscal Year**

The Society's fiscal year ends on March 31 or as determined by the Board.

### **8.2 Banking & Signing Authority**

Society funds are kept in accounts approved by the Board.

All expenditures require signatures of two authorized signers.

### **8.3 Financial Review or Audit**

A review or audit shall be conducted only after a special resolution passed by the membership at the AGM.

Financial statements must be presented at each AGM.

### **8.4 Financial Controls**

The Board shall establish policies for budgeting, expenditures, and record-keeping.

The Treasurer ensures financial transparency and accuracy.

### **8.5 Inspection of Records**

Members may inspect Society records as permitted under the Act.

Members may request access to meeting minutes and financials but not members' contact information without written consent.

### **8.6 Registered Office**

The Society shall maintain at its registered office (or other BC location as allowed by Board resolution and public notice):

- Certificate of Incorporation, Constitution, Bylaws
- Register of Members, Directors, and Officers
- Minutes of all general and Board meetings, including resolutions
- Financial statements, audit/review reports
- Records of borrowing, notices, signed resolutions

### **8.7 Borrowing & Investment**

The Society may not borrow money or issue debt instruments. The Society may invest funds only in investments considered appropriate and approved by the Board.

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## **9. Amendment of Bylaws**

Bylaws may only be amended by special resolution at a general meeting.

Members must receive 14 days' notice of the proposed changes, including the full text of the amendment.

Amendments do not take effect until filed with the Registrar of Companies

## **10. Dissolution**

Upon winding up, all remaining assets shall be distributed to a registered Canadian charity, Indigenous-led environmental organization, or society with similar purposes, as determined by special resolution.

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## **11. Code of Conduct**

### **11.1 Guiding Principles**

- Respect for Indigenous laws, knowledge, and rights
- Integrity and transparency
- Stewardship of land and water
- Inclusiveness and collaboration
- Accountability to the community and mission

### **11.2 Conduct Expectations**

- Act respectfully and without discrimination
- Protect Society resources and confidentiality
- Comply with all bylaws, laws, and policies

### **11.3 Indigenous Protocol and Participation**

- Acknowledge and support Indigenous governance and traditions
- Ensure Indigenous perspectives are included in decisions
- Avoid appropriation of culture or knowledge

### **11.4 Reporting and Enforcement**

- Complaints should be submitted in writing to the Board
- The Board will address concerns confidentially and fairly
- Sanctions may include mediation, suspension, or expulsion

### **11.5 Conflicts of Interest**

Conflicts must be disclosed and the individual recused from decisions where a conflict exists.

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