

SECTION 1

INTERPRETATION

1. In these Bylaws, unless the context otherwise requires, the words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

SECTION 2.

MEMBERSHIP

1. The members of the Society are the subscribers of the Constitution and Bylaws and include every other person who agrees to become a member, associate member, honorary member, or any other class of member by whatever name called.
2. All applications for membership shall be submitted to the board of directors and upon approval by the board, the applicant shall become a member.
3. A member shall be deemed to be in good standing when he has paid his current annual membership fee. The annual membership fee shall be determined at the annual general meeting.

SECTION 3

ADMISSION OF MEMBERS

1. A member may withdraw from the Society by tendering his or her resignation in writing to the Secretary of the Society or may be expelled from the Society by a resolution of the members passed at a general meeting called for that purpose.
2. The directors shall have the power by a vote of three-fourths of those present to expel or suspend any member, whose conduct shall have been determined by the directors to be improper, unbecoming or likely to endanger the interest or reputation of the Society, or who willfully commits a breach of the Constitution or Bylaws of the Society.
3. No member shall be expelled or suspended without being notified of the charge or complaint against him or without having first been given an opportunity to be heard by the Directors at a meeting called for the purpose.
4. Upon failure of any member to pay the annual membership fee, any subscription, or indebtedness due to the association, the directors may cause the name of such member to be removed from the register of members, but such member may be readmitted to membership by the directors upon such evidence as they may consider satisfactory.

SECTION 4.

MEETINGS

1. An annual general meeting of the Society shall be held once in every year in the month of January on such day as shall be determined by the directors, provided that if by inadvertence or for other reasons, the meeting is not convened to be held in the month aforesaid, it may be convened to be held as soon thereafter as circumstances will permit.
2. All other meetings of the Society shall be held at the pleasure of the directors or upon written request by any five members of the Society.
3. Every member shall receive notice of every meeting to be held by the Society, which notice shall be delivered by the Secretary.

SECTION 5.

PROCEDURE AT MEETINGS

1. No business shall be transacted at any meeting of the Society, unless a quorum consisting of five members is present.
2. If quorum is not present within 30 minutes from the time appointed for the meeting, the meeting shall stand adjourned, to be reconvened at the discretion of the directors at such time or place as they shall deem convenient upon giving due notice to all members of the Society.
3. The President shall take the chair at every meeting of the Society or in his absence the Vice President and if neither the President or Vice President shall be present within 15 minutes after the time appointed for holding such meeting the members present shall choose another director as chairman, if no director present or if all directors decline to take the chair, then the members shall choose one of their members to be the chairman and such person shall have all the powers and duotone as the President would acting as chairman.
4. The chairman shall control and direct keep the procedure and order of business at all meetings of the Society, and shall preserve order and decide all points of order which may arise, but subject to an appeal to all of the members of the Society then present.
5. If an appeal be taken by a member of the Society from the decision of the Chairman the question shall be immediately put by him and decided without debate as to whether the chair be abstained and the decision of the majority of the members then present shall determine the question in a vote and by all votes being equal the questions shall be passed in the affirmative.
6. The chairman or other person presiding may expel from a meeting any person whom he considers has been guilty of improper conduct and his ruling in this regard shall be final.
7. All questions, including questions of adjournment that may come before any meeting shall be done and decided by a majority of the members present at the meeting.
8. Every member in good standing shall be entitled to vote at any meeting of the Society. 1 vote per membership.

SECTION 6.

BOARD OF DIRECTORS

1. The management and administration of the affairs of the Society shall be vested in the Board of Directors to be elected by the members in a general meeting.
2. Nominations will be verbally given at the annual general meeting
3. The election of directors shall be held at the annual general meeting and any member in good standing shall be eligible for nomination and election as a director
4. Where a director is not elected by acclamation, then such election shall be by ballot. The number of directors shall not be less than five and not more than ten as determined at the meeting at which the election shall take place.
5. There shall be a President, Vice President, Treasurer and a Secretary and these officers will be elected by the members at large and the other directors may be elected or appointed as determined by a majority of the membership and all directors shall hold office until their successors are elected or appointed.

SECTION 7.

MEETING OF DIRECTORS

1. The directors may meet together for dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they may think fit and may determine the quorum necessary for the transaction of business until otherwise determined a majority in number shall be a quorum and a meeting of the directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions for the time being vested in or exercisable by the directors general and any one director may at any time convene or call a meeting of directors.
2. If any member of the board of directors shall resign his office or without reasonable excuse absent himself from three or more directors' meetings or be suspended or expelled from the Society, the directors shall declare his office vacated and they may appoint a successor in his place to hold office until the next annual general meeting.
3. The members of the board of directors shall receive no renumeration for acting as such but this shall not prevent a director from receiving reimbursement of expenses actually incurred during his term of office and as authorized by the other directors.

SECTION 8.

DUTIES OF THE OFFICERS OF THE SOCIETY

1. Duties of the President (a) The President shall, when present, preside at all meetings of the Society and of the board of directors, and he shall be charged with the general management and supervision of the affairs and operations of the Society and shall sign all resolutions and membership certificates with the Secretary.
2. Duties of the Vice President (a) The Vice President shall perform all the duties of and be subject to the same rules as the President, whenever the President shall cease to hold office for any reason or be prevented from attending to his duties and shall preside at all meetings of the Society or the board of directors in the absence of or upon the request of the President.
3. Duties of the Treasurer (a) The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Society and proper books of account and shall deposit all monies and other valuable effects in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the board of directors and he shall disburse the funds of the said Society under the direction of the board of directors, and shall sign with other signing officers of the Society, such instruments that require his signature, taking proper vouchers therefor and shall render to the board of directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer and of the financial position of the Society.
4. Duties of the Secretary (a) the Secretary shall communicate or cause to be communicated notices for all meetings of the board of directors and members when directed to do so and shall have charge of the minute books of the Society and shall sign with other signing officers of the Society, such instruments that require his signature and shall attend all meetings of the board of directors and record all the minutes thereof and shall be custodian of the Seal of the Society and all of the books, papers, records, correspondence, contracts and other documents belonging to the Society, which he shall deliver up only when authorized by resolution of the board of directors to do so and to such person or persons as may be named in the resolution and shall perform such other duties as may from time to time be determined by the board of directors.
5. In case of the absence or inability to act of any officer for any reason that the board may deem sufficient, the board may delegate all or any of the powers of such person or person to any other person or persons being a member of the Society.
6. The execution of all documents and signing of all cheques and negotiable instruments in connection with the administration of the Society shall be done in such a manner and such persons as the directors may from time to time determine until otherwise determined, all deeds, transfers, licenses, contracts, cheques, bills of exchange and engagements on behalf of the Society may be signed by any two of the President, Vice President, Treasurer and Secretary.

SECTION 9.

BORROWING AND INVESTING POWERS

1. The directors may borrow or raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they see fit an in particular, by the issue of bonds, perpetual or redeemable, debentures or debenture stock or any mortgage, charge or other security on the undertaking of the whole or any part of the present or future property, both real and personal, of the Society: PROVIDED HOWEVER that none of these powers shall be exercised except in accordance with the sanction of a resolution passed by a two-thirds majority of the members of the Society present and entitled to vote at a regular special meeting and provided that each member of the Society shall be given seven (7) days' notice of the meeting and of the proposed scheme to raise or secure monies to be voted on at the meeting.
2. The funds and property of the Society shall be used and dealt with by the directors for all the objects and the funds of the Society may be invested in such securities as authorized by the Constitution or in securities in which Trustees are for the time being authorized by law to invest.

SECTION 10.

AUDIT OF ACCOUNTS

1. The board of directors may, from time to time appoint an auditor or auditors to hold office for such a period as the directors may determine.
2. The directors shall cause proper accounts to be kept of all transactions of the Society and all sums of money received and expended by the Society and the matters in respect of which said receipt and expenditure takes place and the assets and liabilities of the Society.
3. The directors shall lay before the members of the Society at the annual general meeting in each year a statement made up to the previous 31st day of December, showing the income and expenditures of the Society during the preceding year and the state of the Society's accounts and its assets and liabilities.
4. The accounts and books of the Society shall be examined once in each year and their correctness ascertained by the auditor as appointed.

SECTION 11.

CUSTODY AND USE OF THE SEAL OF THE SOCIETY

1. The board of directors may adopt a Seal, which shall be the common Seal of the Society and shall be under the control of the directors and the responsibility for its custody shall be that of the Secretary and its use shall be determined by the directors from time to time.

SECTION 12.

ALTERATION OF BYLAWS BE EXTRAORDINARY RESOLUTION

1. The bylaws of the Society shall not be altered or added to, except by an extraordinary resolution of the Society.
2. For all purposes of the Society "extraordinary resolution", shall mean a resolution passed by majority of such members entitled to vote as are present in person, at a general meeting, which notice specifying the intention to propose a resolution as an extraordinary resolution has been duly given, such majority being two-thirds.

SECTION 13.

PREPARATION AND CUSTODY OF THE BOOKS AND RECORDS

1. The directors shall see that all necessary books and records of the Society required by the bylaws of the Society or by any applicable Statute or law are regularly and properly kept by the Treasurer and Secretary
2. The Treasurer and Secretary shall keep or caused to be kept a book or books wherein shall be kept properly recorded; (a) A copy of the Constitution of the Society and any extraordinary resolutions altering or adding to the same, and a copy of the bylaws of the Society and any resolutions altering or adding thereto; (b) Copies or originals of all documents, registers, and resolutions as required by law; (c) All sums of money received and expended by the Society in the matters in respect of which the receipt and expenditure takes place; (d) All revenues and purchases by the Society; (e) The assets and liabilities of the Society; (f) All other transactions effecting the financial position of the Society.
3. The Treasurer shall within fourteen (14) days after the holding of every annual general meeting, file with the Registrar of Companies a statement in the form of a balance sheet containing the general particulars of its liabilities and assets and a statement of its income and expenditures audited and signed by the auditor of the Society, or if no auditor has been appointed, by two directors of the Society.

SECTION 14.

INSPECTION OF BOOKS AND ACCOUNTS

1. The directors shall, from time to time, determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Society or any of them shall be open to the inspection of members not being directors, and (not being a member) shall have any right of inspecting any account or book or document of the Society, except as conferred by law or authorized by the directors or by resolution of the members, whether previous notice thereof has been given or not. DATED at Dawson Creek, British Columbia, this 10th day of December, A.D. 1962