

Peninsula Streams Society

CONSTITUTION

- 1.** The name of the Society is the Peninsula Streams Society.
- 2.** The purposes of the Society are:
 - a.** To develop, organize and participate in environmental projects and programs on the Saanich Peninsula and surrounding areas that will:
 - Monitor , preserve and restore flora and fauna;
 - Monitor, preserve and restore rivers, creeks and watersheds, marine environments and near-shore environments;
 - Conserve, re-use and reduce water and waste; and
 - Improve the urban and rural/agricultural environments.
 - b.** To educate and increase the understanding of the public, environmental organizations, government and the press about environmental preservation and restoration and their importance by offering workshops, seminars, training and lectures.
 - c.** To conduct research relating to the environment and disseminate the results of such research.

BY-LAWS
of
Peninsula Streams Society

I. MEMBERSHIP

1.01 Eligibility for voting membership is open to any person who subscribes to the objects and purposes of the Society.

1.02 Any individual ceases to be a member:

- a) upon submitting to the Secretary their written resignation from membership, or
- b) if their membership is cancelled for cause by the Board of Directors by a two-thirds (2/3rds) vote of a Board of Directors meeting called for this purpose.

1.03 A fee of \$10 per annum will be charged to each member.

II. GENERAL MEETINGS

2.01 The Annual General Meeting (AGM) of the Society shall be held in May of each year at such time and place as the Board of Directors may decide.

2.02 General meetings of the Society may be called at any time by the Board of Directors. In addition, 20% or more of the voting members of the Society may, at any time, by notice in writing specifying the purpose of the meeting, such notice to be signed by them and delivered to the Secretary, require the Board of Directors to call a general meeting of the Society, and the Board of Directors shall thereupon immediately call a general meeting of the Society.

2.03 General meetings of the Society shall be called by e-mail or by written notice mailed, postage prepaid, at least fourteen (14) days before the date of the meeting.

2.04 The accidental omission to give notice of a meeting to, or the non-receipt of the notice of a meeting by any member, shall not invalidate proceedings at any meeting.

2.05 Each member of the society who is present at a general meeting, including the Chairperson of the meeting shall be entitled to vote. The Chairperson shall not have a second or casting vote.

2.06 In order to vote, a member must be in good standing at the time of the call of the general meeting.

2.07 The quorum at all general meetings shall be ten (10) voting members.

III. BOARD OF DIRECTORS

3.01 There shall be no fewer than eleven (11) and no more than sixteen (16) Directors of the Society.

3.02 The Directors will be elected to the Board from the general membership at the AGM.

3.03 All Directors must be members of Peninsula Streams Society in good standing.

3.04 The Board of Directors will meet at least once every three (3) months or more often at the call of the Chairperson.

3.05 The quorum at all Board of Directors meetings shall be at least 50% of the elected Directors.

IV. OFFICERS

4.01 Immediately following the Annual General Meeting, the Board of Directors shall elect or appoint from amongst their number the following officers:

- a) Chairperson
- b) Vice-Chairperson
- c) Treasurer
- d) Secretary

and such other officers as they see fit, each of whom shall hold office until his or her successor is duly elected. Any officer may be removed at any time from office, and his or her successor appointed, by a majority vote of the Directors.

4.02 The Chairperson shall preside at all meetings of the Society.

4.03 In the Chairperson's absence, the Vice-Chairperson shall preside at all meetings of the Society. In the event that the Chairperson and Vice-Chairperson are absent, the meeting shall elect one person from its membership to preside at that meeting.

4.04 The Treasurer shall be responsible for the financial records of the Society and shall present a report following the end of each fiscal year and at such other times as the Chairperson or the members may require.

4.05 The Secretary shall be responsible for the preparation and custody of minutes of all meetings of the Society.

4.06 The duties and functions of other officers shall be determined from time to time by the Society.

V. EXECUTIVE COMMITTEE

5.01 The officers of the Society together with the immediate past Chairperson, provided he or she remains a member in good standing, and the Executive Coordinator shall be, and constitute, the Executive Committee which shall have full authority to act on behalf of the Society in all matters, subject only to any express reservations made by the Society.

5.02 The quorum at all meetings of the Executive Committee shall be three (3) voting members.

5.03 The Executive Coordinator shall have a voice but no vote at all meetings of the Society.

VI. EXECUTIVE COMMITTEE ROLES AND DUTIES

6.01 The Executive Committee requires the treasurer to keep true accounts of:

- a) all sums of money received and expended and all matters in respect of which the receipts and expenditures took place;
- b) assets and liabilities;
- c) all other transactions affecting the financial position of the Society.

6.02 The Executive Committee shall provide to the members of the Society at each AGM a financial statement containing a balance sheet and a statement of income and expenditure of the Society in respect of the preceding fiscal year.

6.03 The fiscal year of the Society shall terminate at such time as the membership determine.

6.04 The accounts and books of the Society shall be examined at least once in every year and their fairness ascertained by a qualified individual to be appointed at each annual general meeting. The qualified individual shall certify the fairness or otherwise of the Society's accounts as presented to each annual general meeting of the Society.

6.05 The Executive Committee shall cause the Executive and Stewardship Coordinators to prepare reports of all projects, activities and accomplishments of the Society.

VII. ADVISORY GROUP

7.01 There shall be an Advisory Group to the Executive Committee composed of representatives of such organizations as the Saanich Inlet Protection Society, the SeaChange Marine Conservation Society, the Sidney Anglers Association and the Haig-Brown Fly-Fishing Association and such other persons appointed by the Executive Committee as they may in their unrestricted discretion consider to be appropriate to an Advisory Group.

7.02 The Advisory Group shall be provided with notices, agendas and minutes of all Peninsula Streams Society meetings.

7.03 The Advisory Group shall have the power to make recommendations to the Executive Committee but shall not be entitled to vote at Executive Committee, Board of Directors or general meetings.

VIII. BORROWING

8.01 The Executive Committee upon a vote of a majority of the Society members may raise or secure the payment of money, in such manner and form at such time or times, in such amounts or upon such terms as they think fit; provided that no debenture shall be issued without the sanction of a special resolution of the Society.

IX. INVESTMENT AND DISPOSITION OF FUNDS

9.01 The funds of the Society not required for immediate use may be kept on deposit in a bank or may be invested in such manner as the Society from time to time determines.

X. THE SEAL

10.01 The seal of the Society shall be under the custody of the Officers and shall not be affixed to any instrument except by authority of a resolution of the Society and in the presence of such officers or members as may be prescribed by such resolution, such officers or members to sign every instrument to which the seal of the Society is so affixed in their presence.

XI. GENERAL

11.01 The majority necessary for the passing of a special resolution of the Society shall be three quarters (3/4th) majority of those members present at a duly constituted meeting called for the purpose of considering such resolution.

11.02 These By-Laws may be altered or added to by a special resolution of the Society.

11.03 The books and records of the Society may be inspected by the members upon written request to the Chairperson.

11.04 The Executive Committee Members or other members of the Board of Directors shall not be paid or compensated for acting as Executive Committee Members but may be reimbursed for proper out-of-pocket expenses incurred on Society business.

11.05 For the attainment of society objectives to, acquire, accept, solicit or receive by purchase, lease, contract, donation, legacy, gift, grant, bequest, or otherwise any kind of real or personal property.

11.06 Upon the wind-up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations having objectives similar to the Society's objectives, as may be determined by the members of the Society at the time of wind-up or dissolution, and if and so far as effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organizations, provided however that each such organization, referred to in this paragraph shall be a charitable organization, a charitable corporation or charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.

11.07 The purpose of the Society shall be carried out without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purpose.

XII. PATRONS OF THE SOCIETY

12.01 There shall be five (5) classes of Patrons of the Society:

- a) "Corporate Patrons" are corporations that donate not less than the sum of \$1,000.00;
- b) "Life Patrons" are individuals who have donated not less than the sum of \$1,000.00 to the Society in any one year, or over a period of years;
- c) "Patrons" are businesses or individuals who donate not less than \$500.00 per year to the Society;
- d) "Contributors" are businesses or individuals that donate less than \$500.00 but no less than \$100.00;
- e) "Friends" are businesses or individuals that donate less than \$100.00.

12.02 In addition to the categories of Patrons provided, the Board of Directors of the Society shall be at liberty to name or recognize such other individuals, businesses or organizations as they may in their discretion consider proper and appropriate as Patrons of the Society.