

MAYNE ISLAND RECYCLING SOCIETY

BYLAWS

I. GENERAL

- A. The operation of the Society will be carried out primarily in the province of British Columbia.
- B. The Society shall be carried on without purpose of gain for its members and any profits or other accretions of the Society shall be used in promoting its purposes.
- C. In the event of dissolution of the Society the assets of the Society remaining after payment of all expenses and liabilities shall be given to registered recognized charitable organizations qualifying under the provisions of the CRA and, if at all possible, are based and operate on Mayne Island.

II. MEMBERSHIP

- A. The members of the Society shall be persons who are either full or part-time residents of Mayne Island.
- B. An eligible person may join the Society by paying the annual membership fee. The membership period shall be from January to December.
- C. Membership confers the right to vote at Annual and General Meetings and to hold office.
- D. Each member is entitled to a copy of the Constitution and the Bylaws. A copy will be available for the perusal of members at any reasonable time at the registered address of the Society.
- E. The membership fee shall be determined each year at the Annual General Meeting.

- F. A person shall cease to be a member of the Society:
 - 1. When s/he submits a written resignation to the Secretary or to the address of the Society.
 - 2. On his/her death or on dissolution of the Society.
 - 3. On being expelled.
 - 4. On not having paid the current annual dues before the convening of either the annual general or an extraordinary meeting.

- G. Expulsion from the Society
 - 1. A member may be expelled by a special resolution of the members passed at a general meeting.
 - 2. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - 3. The person who is the subject of the proposed expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
 - 4. All members are in good standing except a member who has failed to pay the current annual membership fee or any other subscription or debt due and owing by him/her to the Society; and s/he is not in good standing so long as the debt remains unpaid.

III. MEETINGS

- A. General meetings of the Society shall be held at the time and place that the directors decide.

- B. Every general meeting, other than an Annual General Meeting, is an extraordinary general meeting.

- C. The directors may, when they think fit, convene an extraordinary general meeting.

- D. Notice of a General Meeting.
 - 1. Notice of a general meeting shall specify the place, day, and hour of meeting and, in the case of special business, the general nature of that business.
 - 2. Notice of each meeting shall be sent to all members and/or shall appear on the Society webpage and in social media.
 - 2. 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 the meeting.

- E. An Annual General Meeting shall be held at least once in a calendar year and not more than 6 months after the financial year end.
- F. At any meeting of members, a quorum shall consist of 12 members present.
- G. An extraordinary meeting of the Society shall be convened by the President if requested by 10 per cent or more of the members in good standing.
- H. Voting
 - 1. Every member in good standing shall be entitled to a vote. Proxy voting shall not be allowed.
 - 2. Resolutions:
 - a) Except for special resolutions and where stated otherwise in the bylaws, decisions shall be made by simple majority of members present.
 - b) A special resolution shall be decided by at least two thirds of members present.

IV. BOARD OF DIRECTORS

- A.
 - 1. The business and affairs of the Society shall be managed by the Board of Directors who may strike committees as it deems necessary to carry out the objectives of the Society.
 - 2. The Directors and Committees shall be accountable to the membership of the Society.
 - 3. The number of directors shall not be less than five or greater than eleven.
 - 4. The Board of Directors shall consist of the Officers together with additional members elected by secret ballot at the Annual General Meeting for three, two or one year terms of office.
 - 5. The Officers shall consist of 4 members of the Society in good standing: the President, the Vice-President, the Secretary, and the Treasurer.
 - 6. The meetings of the Board will be open to the membership of the Society unless declared in camera by at least two thirds of the Directors present.
- B. The terms of office shall be as follows.
 - 1. President, Vice-President, Treasurer: three year term.
 - 2. Secretary: two year term.
 - 3. All other Directors: one year term.
- C.
 - 1. The Directors may appoint a member as a Director to fill a vacancy on the Board.
 - 2. No act or proceeding of the Directors is invalid only by reason there being less than the prescribed number of Directors in office.

- D. 1. Any Director absent without cause from three consecutive meetings of the Board may be deemed by the Board to no longer be a Director of the Society.
- 2. The Board may, by resolution, remove any Director for cause by a vote of at least two thirds of the Directors present.
- 3. A Director so removed from the Board shall have the right to appeal to the Society within thirty days.
- E. Each director shall be given a copy of the Constitution and Bylaws of the Society.
- F. The Board of Directors shall meet regularly at a time and place designated by the President of the Society.
- G. The Directors may from time to time fix the quorum necessary to transact business and, unless so fixed, the quorum shall be a majority of the Directors then in office.
- H. The Directors may adopt a resolution without a meeting provided that at least half of the voting directors are in agreement.
- I. Where applicable, Robert's Rules of Order shall be used in the conduct of meetings of the Board and of the Society.
- J. 1. The President can call emergency meetings. In this event, an attempt will be made to contact all Directors.
- 2. The President shall, at the request of a Director, convene a meeting of Directors. Notice of such meeting shall be given to Directors at least one week before the meeting.
- K. No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society.
- L. If a Director is unable to continue as a director before the end of the term, a replacement Director may be appointed or elected at the next AGM.

V. OFFICERS – DUTIES OF OFFICERS

- A. The President shall act on behalf of the Society within the policy set by the Society. The President shall be the presiding officer at all meetings of the Society and its Board or, if s/he is unable, the Vice-President shall preside. If the Vice-President is unable, responsibility

passes to other officers. The President shall be a member, ex officio, of all standing committees.

- B. The Vice-President shall assist the President in the performance of his/her duties and preside at meetings or assume other duties of the President in the President's absence. It is the intention that the Vice President will become the President at the end of a term. At the end of their term, the President will become the Past President.
- C. The Secretary shall keep, or cause to be kept, an accurate record of attendance at all meetings. The Minute books of the Society shall be in his/her keeping and shall be subject to inspection by any member in good standing.
- D. The Treasurer is the authorized custodian of the funds of the Society. The Treasurer shall keep, or cause to be kept, an accurate record of monies received and paid out and make a financial statement at Board of Directors' meetings and at general Society meetings.
- E. All cheques shall be signed by the treasurer and other officer(s) as designated by the Board.

VI. BORROWING

- A. In order to carry out the purpose of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment of repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
- B. No debenture shall be issued without the sanction 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.

VII. AUDIT

- A. The fiscal year shall be from 1 January to 31 December.
- B. The Society shall appoint a Chartered Professional Accountant at the Annual General Meeting and shall conform to all provisions of the Society Act. Should the Chartered Professional Accountant be unable to act, a replacement may be appointed by the Board of Directors.

VIII. AMENDMENT

- A. The Constitution and/or By-Laws of the Society may be amended at an Annual General Meeting or Special Meeting called for the purpose. In either case, NOTICE OF AMENDMENT must be circulated to all members at least one week prior to the meeting.
- B. A two thirds majority of those members present and voting shall be required for the carrying of such amendments.

Adopted May 29, 2024