

FORM 3
SOCIETIES ACT
CONSTITUTION

1. The name of the society is **Pacific Northwest Palm & Exotic Plant Society**

2. The purposes of the society are:
 - a. To enhance member's knowledge of the wide range of form and foliage of plants suitable for gardens in cool temperate climate zones, especially plants such as palms with tropical or other unusual (exotic) attributes.
 - b. To facilitate the sharing of exotic plant knowledge among members, and between members and the general public.
 - c. To increase the variety of exotic plants available to members by encouraging the testing of new cultivars or species.
 - d. To develop and promote effective methods of exotic plant cultivation and winter protection.
 - e. To increase the local availability of palms and other exotic plants.
 - f. To help members design landscapes that integrate palms and other exotic plants.

BYLAWS

Bylaws of the **Pacific Northwest Palm & Exotic Plant Society**

Here set out, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the *Society Act* and any other bylaws.

Part 1 — Interpretation

1 (1) In these bylaws, unless the context otherwise requires:

"directors" means the directors of the society for the time being;

"Society Act" means the *Society Act* of British Columbia from time to time in force and all amendments to it;

"registered address" of a member means the member's address as recorded in the register of members.

"table officer" means an elected director.

"coordinator" means an unelected director, appointed by the table officers, with specific duties approved by the table officers.

"contact information" means the registered address of a member, and may include telephone number, email address, or information for a different contact method.

(2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

2 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 — Membership

3 The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

4 A person may apply to the directors for membership in the society and on acceptance by the directors is a member. A person is accepted as a member upon the provision of the contact information requested on his membership application, and the payment of society dues.

5 Every member must uphold the constitution and comply with these bylaws.

6 The amount and structure of payment of the first annual membership dues must be determined by the directors. After that the structure of payment and amount of the annual membership dues will be determined by the directors. The structure of payment and amount will be announced at the general meeting and available at any time to members.

7 A person ceases to be a member of the society

- (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
- (b) on his or her death or, in the case of a corporation, on dissolution,
- (c) on being expelled, or
- (d) on having been a member not in good standing for 3 consecutive months.

8 (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 must be accompanied by a brief statement of the reasons for the proposed expulsion.

(3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

9 All members are in good standing except a member who has failed to pay his dues for the membership period, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid. A member who is not in good standing is not entitled to receive any of the benefits that accrue from Society membership.

Part 3 — Meetings of Members

10 General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.

11 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

- 12 The directors may, when they think fit, convene an extraordinary general meeting.
- 13 (1) Notice of an annual general meeting must be provided at least fourteen (14) days in advance to each member by any means provided within that member's contact information. Notice of a general meeting must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.
- (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 that meeting.
- 14 The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 — Proceedings at General Meetings

- 15 Special business is
- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;

(v) the election of directors;

(vi) the appointment of the auditor, if required;

(vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

16 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.

17 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

18 Subject to bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

19 If at a general meeting

(a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or

(b) the president and all the other directors present are unwilling to act as the chair,

the members present must choose one of their number to be the chair.

20 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

21 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

(2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

22 (1) A member in good standing present at a meeting of members is entitled to one vote.

(2) Voting is by a show of hands.

(3) Voting by proxy is not permitted.

23 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

Part 5 — Directors and Officers

- 24 (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the society,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 25 (1) The president, vice president, recording secretary, membership director, and treasurer are the table officers of the society.
- (2) The number of table officers must be 5 or a greater number determined from time to time at a general meeting.
- (3) The executive committee shall be composed of table officers and coordinators with general and specified duties as outlined in part 7.
- (a) The specified duties of each table officer and of each coordinator will be determined by the process in bylaw 40.
 - (b) Any member in good standing may apply to the table officers for a coordinator position.
 - (c) Appointment or dismissal of a coordinator will be by majority vote of the table officers.
- 26 (1) The table officers must retire from office at each annual general meeting when their successors are elected.

- (2) Separate elections must be held for each office to be filled.
 - (3) An election may be by acclamation; otherwise it must be by ballot.
 - (4) If a successor is not elected, the person previously elected or appointed continues to hold office.
- 27 (1) The table officers may at any time and from time to time appoint a member as a table officer to fill a vacancy in the table officer positions.
- (2) A table officer so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
- 28 (1) If a table officer resigns his or her office or otherwise ceases to hold office, the remaining table officers must appoint a member to take the place of the former table officer.
- (2) An act or proceeding of the table officers is not invalid merely because there is fewer than the prescribed number of table officers in office.
- 29 The members may, by special resolution, remove a table officer, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 30 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 6 — Proceedings of Table Officers, and of the Executive Committee

- 31 (1) The table officers may call meetings of the table officers, or of the executive committee, at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

- (2) Notwithstanding section 31 (1), unless there are urgent reasons to do otherwise, the place, time and agenda shall be sent to all table officers or executive committee members not less than one week before the designated meeting time.
 - (3) The table officers may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the table officers then in office.
 - (4) The president is the chair of all meetings of the table officers and of all meetings of the executive committee, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the table officers present may choose one of their number to be the chair at that meeting.
 - (5) A table officer may at any time, and the secretary, on the request of a table officer, must convene a meeting of the table officers.
- 32 (1) The table officers or executive committee may delegate any, but not all, of their powers to committees consisting of any combination of table officers, coordinators, and other unelected members as they think fit. Such a committee shall be designated a subcommittee.
- (2) Any subcommittee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the table officers or executive committee, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors or executive committee held after the act or thing has been done, or at a time specified by the table officers or executive committee.
- 33 A subcommittee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the table officers or coordinators present who are members of the subcommittee must choose one of their number to be the chair of the meeting.
- 34 The members of a subcommittee may meet and adjourn as they think proper.

35 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

36 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, fax, or email, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn.

(a) a notice of meeting of directors is not required to be sent to that director, and

(b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.

37 (1) Questions arising at a meeting of the table officers, the executive committee, or a subcommittee of table officers and members must be decided by a majority of votes.

(2) In the case of a tie vote, the chair does not have a second or casting vote.

38 A resolution proposed at a meeting of table officers, the executive committee, or a subcommittee of directors and members need not be seconded, and the chair of a meeting may move or propose a resolution.

39 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 — Duties of Officers

40 (1) Specified duties. In addition to the duties of officers outlined in bylaws 41 - 46 which follow, each member of the executive committee must carry out a set of duties as specified by the committee of table officers.

(a) The specified duties of each member of the executive committee will be determined and ratified by a majority vote of the committee of table officers.

(b) These duties must be available to all members before each annual general meeting.

41 (1) The president presides at all meetings of the society and of the directors.

(2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

(3) The president must carry out additional duties as determined by the process in bylaw 40.

42 The vice president must carry out the duties of the president during the president's absence.

(1) The vice president must carry out additional duties as determined by the process in bylaw 40.

43 The secretary must do the following:

(a) conduct the correspondence of the society, except that delegated to the other directors;

(b) retain a copy of all correspondence conducted on behalf of the society;

(c) keep minutes of all meetings of the society and directors;

(d) have custody of all records and documents of the society except those required to be kept by the treasurer and the membership director;

(e) have custody of the common seal of the society, and

(f) carry out additional duties as determined by the process in bylaw 40.

44 The membership director must

- (a) keep the membership roster and records;
- (b) conduct correspondence with members concerning their membership status and other business related to membership;
- (c) render membership statements to the directors, members and others when required, and
- (d) carry out additional duties as determined by the process in bylaw 40.

45 The treasurer must

- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*;
- (b) render financial statements to the directors, members and others when required, and
- (c) carry out additional duties as determined by the process in bylaw 40.

46 In the absence of the secretary from a general meeting or an executive committee meeting, but not a subcommittee meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 — Seal

47 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

48 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 9 — Borrowing

49 In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

50 A debenture must not be issued without the authorization of a special resolution.

51 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 — Auditor

52 This Part applies only if the society is required or has resolved to have an auditor.

53 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.

54 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

55 An auditor may be removed by ordinary resolution.

56 An auditor must be promptly informed in writing of the auditor's appointment or removal.

57 A director or employee of the society must not be its auditor.

58 The auditor may attend general meetings.

Part 11 — Notices to Members

59 A notice may be given to a member either personally, by mail to the member's registered address, or by an alternate form of communication using the contact information provided by the member.

60 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

61 (1) Notice of a general meeting must be given to

(a) every member shown on the register of members on the day notice is given, and

(b) the auditor, if Part 10 applies.

(2) No other person is entitled to receive a notice of a general meeting.

Part 12 — Bylaws

61 On being admitted to membership, each member is entitled to access to the bylaws on the membership portion of the society website. If requested by the member, the society must give the member without charge, a copy of the constitution and bylaws of the society.

62 These bylaws must not be altered or added to except by special resolution.