



BRITISH COLUMBIA CATTLEMEN'S ASSOCIATION

Representing the Beef Cattle Industry of British Columbia

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BRITISH COLUMBIA CATTLEMEN'S ASSOCIATION

SPECIAL RESOLUTION TO AMEND THE BCCA BYLAWS

FOR PRESENTATION AT ANNUAL GENERAL MEETING

JUNE 9, 2021

A 2/3 VOTE OF ELIGIBLE MEMBERS IN GOOD STANDING, PRESENT AT THE MEETING, IS NEEDED TO PASS THIS RESOLUTION

WHEREAS the directors of British Columbia Cattlemen's Association (the "Society") wish to make the following amendments to the bylaws: to clarify the process for filling vacancies, to establish a process for creating new zone(s), to amend the process for removal of a member, to allow for meetings and voting by telephone and other communications media; and establish a residency requirement for zone representatives;

THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION OF THE SOCIETY that the following changes be made to the Bylaws of the Society:

- A. Section 1.1 the definition of "special resolution" be amended by deleting "in-person" and substituting "as set out in the Bylaws"; and
- B. Section 2.10 be amended by deleting "by special resolution" and substituting "by a Special Resolution of the Board" and
- C. Section 3.19 be added "3.19 *Method of Holding A General Meeting.* A general meeting may be held with member participation by telephone or other communications media if all of the persons participating in the meeting whether by telephone or other communications media or in person, are able to communicate with each other."; and
- D. Section 4.1 is deleted and replaced by the following: "Subject to section 4.15, the Association must have twelve directors (or such other number of directors as is required to represent all of the zones), elected as set out below, plus the President. The directors shall be elected from the seven zones (or such other number of zones as may be established from time to time), as follows:
 - (a) Zone 1 – B.C. Peace River, being the area from which members of the B.C. Peace River Regional Cattlemen's Association are drawn – two directors, elected in odd numbered years for a two year term;

(b) Zone 2 – Central, being the area from which members of the Nechako Regional Cattlemen’s Association, Prince George Cattlemen’s Association, Quesnel Cattlemen’s Association, and Robson Valley Cattlemen’s Association are drawn – two directors, elected in even numbered years for a two year term;

(c) Zone 3 – Skeena, being the area from which members of the Skeena regional Cattlemen’s Association are drawn – one director, elected in odd numbered years for a two year term;

(d) Zone 4 – Cariboo, being the area from which members of the Cariboo Cattlemen’s Association, Clinton & District Cattlemen’s Association, and South Cariboo Regional Cattlemen’s Association are drawn – two directors, elected in even numbered years for a two year term;

(e) Zone 5 – Thompson, being the area from which members of the Kamloops Stockmen’s Association, Nicola Stockbreeders Association, and Lillooet Livestock Association are drawn – two directors, elected in odd numbered years for a two year term;

(f) Zone 6 – Okanagan, being the area from which members of the North Okanagan Livestock Association and Southern Interior Stockmen’s Association are drawn – two directors, elected in even numbered years for a two year term;

(g) Zone 7 – Kootenay, being the area from which members of the Creston Valley Beef Growers Association, Kootenay Livestock Association, Waldo Stockbreeders Association, and Windermere District Farmers Institute are drawn – one director, elected in odd numbered years for a two year term; and

(h) Such other zone or zones as may be established pursuant to section 4.15, with the number of directors and schedule for director election for that zone or zones determined pursuant to section 4.15”; and

- E. Section 4.2 is deleted and replaced with the following: “Each Zone shall elect an alternate director to act as director if an elected director from that Zone is unable so to act. The alternate director from that Zone shall become a director of the Association for that Zone until the earlier of the elected director’s return or the next regular election of directors for that Zone. The alternate director from the President’s Zone shall become a director of the Association upon the election of the President to that office. Where there is a vacancy in the office of director for a Zone, and that Zone has not elected an alternate director, the directors of the Association shall at their discretion either direct that a Zone by-election be held to elect an alternate director to hold office until earlier of the return of the elected director or the next regular election of directors for that Zone; or appoint from that Zone a member to act as alternate director to hold office until the earlier of the return of the elected director or the next regular election of directors for that Zone. No proceeding of the Board is invalid by reason only of there being fewer than the prescribed number of directors in office.”; and
- F. Section 4.4 to amended by deleting the first sentence and replacing it with “Each director must be a resident of the Zone which that director will represent, and be a Voting Member in good standing of the Association or a representative duly authorized by a corporation or partnership which is a Voting Membership in good standing, and must have signed and delivered to the Association, along with the nomination of that person as a director, a consent to act as director in the form prescribed by the Board.”; and
- G. Section 4.15 is added “An association representing members who otherwise qualify for membership in the Association but who do not have an established regional organization, may apply for membership in the Association and formation of a new zone, by participating ex officio in Association general meetings and committee meetings for a period of three years; evidencing a

membership of 50 persons who qualify for membership in the Association; obtaining the recommendation of the directors to the Association membership to establish a new zone, with parameters established by the directors including the number of directors to represent that zone, and schedule for director election for that zone; and obtaining approval from the membership for the proposed new zone by way of an ordinary resolution at a general meeting of the Association.”; and

- H. Section 5.6 shall be deleted and shall be replaced by “5.6 Directors shall meet immediately before and immediately after the annual general meeting, and shall in addition meet at least twice each year.”; and
- I. Section 5.7 shall be deleted and shall be replaced by “5.7 Directors may participate in a Board meeting by telephone or other communications media if all of the persons participating in the meeting, whether by telephone, by other communications media or in person, are able to communicate with each other. Without restricting the generality of the foregoing, the directors may also vote on an issue by emailed communication directed to all of the directors and the General Manager.”; and
- J. Section 5.8 shall be amended by deleting the first sentence and replacing it with the following: “A resolution in writing which is identified as an ordinary resolution of the directors and has been submitted to all of the directors and signed by a majority of the directors who would have been entitled to vote on it at a Board meeting is as valid and effectual as an ordinary resolution of directors as if it had been passed at a Board meeting duly called and constituted and shall be deemed to be an ordinary resolution of the directors.”.

BYLAWS OF
BRITISH COLUMBIA CATTLEMEN'S ASSOCIATION
PROPOSED June 9, 2021

Part 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

“Act” means the *Societies Act* of British Columbia as amended from time to time;

“address of the Association” means the address of the Association as filed from time to time with the Registrar in the Notice of Address;

“Associate Member” means a person eligible to be an Associate Member who applies for membership, is approved by the Board, and pays its membership dues to the Association;

“Association” means British Columbia Cattlemen’s Association;

“Board” means the directors of the Association;

“Bylaws” means these Bylaws as altered from time to time;

“Direct Member” means a person eligible to be a Direct Member who applies for membership and pays its membership dues directly to the Association;

“Honourary Member” means a person appointed by the Board as an Honourary Member in recognition of that Person’s service to the Association;

“members” mean those persons who have become members in accordance with these bylaws and have not ceased to be members, and a “member” means any one of them;

“person” includes any individual, partnership, or corporation;

“Registrar” means the Registrar of Companies of the Province of British Columbia;

“Regular Member” means a person eligible to be a Regular Member who applies for membership and pays its membership dues through a local or regional cattlemen’s association;

“Silver Member” means a person eligible to be a Silver Member who applies for membership and pays its membership dues through a local or regional cattlemen’s association;

“special resolution” means a resolution passed at a general meeting of the Association by a majority of not less than two-thirds of the votes cast by those members entitled to vote as set out in the Bylaws;

“Special Resolution of the Board” means a resolution of the Board passed at a directors’ meeting by a majority of not less than two-thirds of the votes cast by the directors in attendance at the meeting;

“Voting Member” includes a Regular Member, a Direct Member, and an Honourary Member.

Definitions in Act Apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or Regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 – MEMBERS

Eligibility for Membership; Voting Rights

2.1 Any person actively engaged in the production or finishing of cattle in British Columbia is eligible to apply for membership in the Association as a Regular Member or Direct Member. Any person formerly actively engaged in the production or finishing of cattle in British Columbia is eligible to apply for membership in the Association as a Silver Member. Any person interested in or associated with the production or finishing of cattle in British Columbia is eligible to apply for membership in the Association as an Associate Member. Any person may be appointed by the Board as an Honourary Member. Each Regular Member, Direct Member, and Honourary Member is entitled to one vote. No Associate Member or Silver Member is entitled to vote.

Application for Membership

2.2 A person with the qualifications set out in section 2.1 of these Bylaws may apply for membership in the Association as a Regular Member through the person’s local or regional cattlemen’s association or as a Direct Member, Silver Member, or Associate Member directly to the Association. The person becomes a Regular Member on the acceptance of the person as a member by the local or regional cattlemen’s association or by the Board’s acceptance of the person as a Direct Member, Silver Member, or Associate Member. The Board may appoint any person as an Honourary Member in recognition of service to the Association, for that period of time starting on the start date, and ending on the end date, as are set out in the Board resolution appointing the person as an Honourary Member.

Duties of Members

2.3 Every member of the Association must uphold the constitution of the Association and must comply with these Bylaws.

Membership Dues and Levies

2.4 The amount of the annual membership dues, if any, for each type of member, must be determined by the Board and may be amended from time to time by a Special Resolution of the

Board. Membership dues are due and payable by April 1st of each year for the fiscal year starting on that day. The Board may, by Special Resolution of the Board, establish a special levy on Regular Members and Direct Members, to meet extraordinary expenses of the Association.

Member Not in Good Standing

2.5 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Voting Member Not in Good Standing May Not Vote

2.6 A Voting Member who is not in good standing may not vote at a general meeting or in an election for directors or committee members.

Termination of Membership if Member Not in Good Standing

2.7 A person's membership in the Association is terminated if the person is not in good standing for one year.

Resignation

2.8 A member may withdraw from the Association by delivering the member's resignation to the General Manager of the Association or delivering it to the address of the Association.

Immediate Cessation as Member

2.9 A Person shall immediately cease to be a member of the Association:

- (a) upon the date which is the later of the date of delivering the Person's resignation in writing to the General Manager of the Association or to the address of the Association as of the effective date of the resignation stated in the resignation;
- (b) if a natural person, upon his or her death; or if a partnership or corporation, upon dissolution;
- (c) upon membership termination pursuant to Bylaw 2.7, or being removed pursuant to Bylaw 2.10;
- (d) if an Honourary Member, at the end date for the honorary membership as set out in the Board resolution appointing the person as an Honourary Member.

Removal of Member

2.10 A member may be removed by a special resolution of the Board.

Transferability of Membership

2.11 The membership of a person in the Association is not transferable.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and Place of General Meeting

3.1 General meetings of the Association are to be held at the time and place, in accordance with the Act, as the Board determines. The annual general meeting shall be held no later than thirteen months after the immediately preceding annual general meeting.

Ordinary Business at Annual General Meeting

3.2 At an annual general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Association presented to the meeting;
- (c) consideration of the reports, if any, of the directors, officers, General Manager, auditor, standing or special committees, Association representatives (as elected under section 7.2 of these Bylaws), and the representatives of organizations of which the Association is a member or with which the Association is associated;
- (d) appointment of an auditor;
- (e) business arising out of a report not requiring the passing of a special resolution, including without restricting the generality of the foregoing, consideration of resolutions about Association policy brought forward by local or regional organizations within the Zones electing directors, and confirmation of the director election results with a motion to destroy the director election stamped envelopes and ballots.

Notice of General Meeting

3.3 Notice of a general meeting shall be given by sending written notice of the date, time and location of a general meeting to every member of the Association at least fourteen days before the meeting, and not more than 60 days before the meeting.

Notice of a general meeting may be given by way of email and website, by:

- (a) sending notice of the date, time and location of the meeting, to every member of the Association who has provided an email address to the Association, by email to that email address, and
- (b) is posted, throughout the period commencing at least 21 days before the meeting an ending when the meeting is held, on a website that is maintained by or on behalf of the Association and is accessible to all of the members of the Association.

Notice of Business at a Special General Meeting or Notice of Special Business at Annual General Meeting

3.4 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Special General Meeting

3.5 Any general meeting other than the annual general meeting is a special general meeting. Either the President or the Board may convene a special general meeting.

Accidental Omission to Give Notice

3.6 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

Voting at General Meetings

3.7 At any general meeting, each Voting Member in good standing who is present and who is certified to be in good standing by the General Manager or a director by way of issuance of a voting card to the Voting Member, shall be entitled to one vote. For a vote by show of hands, the Voting Member must raise the voting card to vote. For a vote by secret ballot, the Voting Member's voting card must be shown, to obtain a ballot. If before a vote, two or more Voting Members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Voting by Representative of a Member Not an Individual

3.8 A corporation or partnership which is a Voting Member may vote by its duly authorized representative who is entitled to speak and vote and in all other respects exercise the rights of a Voting Member and that representative shall be reckoned as a Voting Member for all purposes in connection with any meeting of the Association. The chairman of a meeting shall be entitled to require any such representative first to produce a certified copy of a resolution of the board of directors of the corporation or the partners of a partnership appointing that person as its representative.

No Casting Vote

3.9 A Voting Member chairing a general meeting may vote but, if he or she does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

Announcement of Result

3.10 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy Voting Not Permitted

3.11 Voting by proxy is not permitted.

Matters Decided at General Meeting by Ordinary Resolution

3.12 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by

another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Chair of General Meeting

3.13 The following individual is entitled to preside as the chair of a general meeting:

- (a) the President;
- (b) the Vice-President, if the President is unable to preside as the chair,
- (c) the individual, if any, appointed by the Board to preside as the chair; or
- (d) if none of these is present within 15 minutes after the time appointed for the general meeting, or asks that he or she not chair that meeting, the Voting Members present may choose one of their number to chair that general meeting.

Designated Alternate Chair

3.14 If a person presiding as a chair of a general meeting wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion of it, and that designated alternate may preside as chair.

Quorum Required

3.15 Business, other than the appointment of a chair under Bylaw 3.13(d) if required, and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of Voting Members is present.

If Quorum Ceases to be Present

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

Adjournments by Chair

3.17 The chair of a general meeting may, or if so directed by the Voting Members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of Continuation of Adjourned General Meeting

3.18 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Method of Holding a General Meeting

3.19 A general meeting may be held with member participation by telephone or other communications media if all of the persons participating in the meeting whether by telephone or

other communications media or in person, are able to communicate with each other.

PART 4 – DIRECTORS

Number of Directors on Board

4.1 Subject to section 4.15, the Association must have twelve directors (or such other number of directors as is required to represent all of the zones), elected as set out below, plus the President. The directors shall be elected from the seven zones (or such other number of zones as may be established from time to time), as follows:

- (a) Zone 1 – B.C. Peace River, being the area from which members of the B.C. Peace River Regional Cattlemen’s Association are drawn – two directors, elected in odd numbered years for a two year term;
- (b) Zone 2 – Central, being the area from which members of the Nechako Regional Cattlemen’s Association, Prince George Cattlemen’s Association, Quesnel Cattlemen’s Association, and Robson Valley Cattlemen’s Association are drawn – two directors, elected in even numbered years for a two year term;
- (c) Zone 3 – Skeena, being the area from which members of the Skeena regional Cattlemen’s Association are drawn – one director, elected in odd numbered years for a two year term;
- (d) Zone 4 – Cariboo, being the area from which members of the Cariboo Cattlemen’s Association, Clinton & District Cattlemen’s Association, and South Cariboo Regional Cattlemen’s Association are drawn – two directors, elected in even numbered years for a two year term;
- (e) Zone 5 – Thompson, being the area from which members of the Kamloops Stockmen’s Association, Nicola Stockbreeders Association, and Lillooet Livestock Association are drawn – two directors, elected in odd numbered years for a two year term;
- (f) Zone 6 – Okanagan, being the area from which members of the North Okanagan Livestock Association and Southern Interior Stockmen’s Association are drawn – two directors, elected in even numbered years for a two year term;
- (g) Zone 7 – Kootenay, being the area from which members of the Creston Valley Beef Growers Association, Kootenay Livestock Association, Waldo Stockbreeders Association, and Windermere District Farmers Institute are drawn – one director, elected in odd numbered years for a two year term; and
- (h) Such other zone or zones as may be established pursuant to section 4.15, with the number of directors and schedule for director election for that zone or zones determined pursuant to section 4.15.

Alternate Directors and Casual Vacancy on Board

4.2 Each Zone shall elect an alternate director to act as director if an elected director from that Zone is unable so to act. The alternate director from that Zone shall become a director of the Association for that Zone until the earlier of the elected director’s return or the next regular election of directors for that Zone. The alternate director from the President’s Zone shall become

a director of the Association upon the election of the President to that office.

Where there is a vacancy in the office of director for a Zone, and that Zone has not elected an alternate director, the directors of the Association shall at their discretion either direct that a Zone by-election be held to elect an alternate director to hold office until earlier of the return of the elected director or the next regular election of directors for that Zone; or appoint from that Zone a member to act as alternate director to hold office until the earlier of the return of the elected director or the next regular election of directors for that Zone.

No proceeding of the Board is invalid by reason only of there being fewer than the prescribed number of directors in office.

Immediate Past President

4.3 The immediate past President of the Association may serve in a non-voting advisory capacity to the Board and is not a director.

Qualifications of Director

4.4 Each director must be a resident of the Zone which that director will represent, and be a Voting Member in good standing of the Association or a representative duly authorized by a corporation or partnership which is a Voting Membership in good standing, and must have signed and delivered to the Association, along with the nomination of that person as a director, a consent to act as director in the form prescribed by the Board. No director shall serve more than four consecutive two year terms as a director, starting from May 24, 2014 (unless the director's term as President or Vice-President extends past the eight year limit in which case that director may continue to act as director and President or Vice-President until the end of the President's or Vice-President's term). At the end of the fourth two year term the director must cease to be an elected director for at least one year before being eligible for re-election. No director shall be an employee or contractor with the Association.

Cessation as a Director

- 4.5 A person shall immediately cease to be a director of the Association:
- (a) upon delivering his or her resignation in writing to the General Manager of the Association or to the address of the Association;
 - (b) upon his or her death;
 - (c) upon the expiration of the then term currently determined stipulating the length of time for which he or she is to serve as a director; or
 - (d) upon his or her removal as a director of the Association by special resolution of the voting members of the Zone which that director represents, and in such case the voting members of that Zone may elect another individual to complete the term of office of the director who has been removed.

Election of Directors by Mail or Other Means

4.6 The election of directors shall be conducted by a mail ballot held in each Zone

which is to elect directors in that year, unless the director or directors of that Zone are elected by acclamation, in which case the Association shall so advise the Voting Members located in that Zone. The Board may from time to time consider electronic means of voting for directors and recommend the Board's preferred electronic means of voting to the Voting Members at the annual general meeting. A special resolution is required to amend the method of electing directors.

Process for Nominations for Director

4.7 Nominations for director open January 1st of a year, and close January 31st of that year. The Association shall call for nominations for director by way of an election package mailed on or before January 5th of that year to all Voting Members in good standing. The director nomination form shall be that form approved by the Board, and any nomination of an individual as a director must be signed by the individual nominated and by two Voting Members of the Association and be accompanied by a consent to act as director signed by the individual nominated.

Process for Distributing and Collecting Ballots

4.8 By March 1st of that year, the Association shall mail a ballot for the election of one or more directors, to each member in each Zone which is to elect one or more directors in that year, along with a ballot envelope in which the completed ballot is to be placed, and a stamped envelope addressed to the Association in which the ballot envelope is to be returned to the Association. The information package accompanying the ballot shall identify the final date, selected by the directors in mid-April of that year, for return of ballots to the Association, with ballots received by the Association after that final date being excluded from the ballot count.

Voting for Directors

4.9 No Voting Member shall vote for more directors than the number of vacant positions for elected directors for that Zone. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.

Receiving and Counting Ballots

4.10 The Association shall engage election scrutineers, being persons who are not members of the Association, to confirm that each stamped envelope shows on the back of the stamped envelope the name of a Voting Member in good standing of the Association, to open the stamped envelope and discard it, and to place the ballot envelope in a separate location. When the stamped envelopes are opened and all ballot envelopes removed, the scrutineers shall open the ballot envelopes, count the ballots, and declare the outcome of the director election for each Zone. The Association shall then advise the associations comprising that Zone of the outcome of the director election. The stamped envelopes and the ballots shall be retained until the passage of a motion at the Annual General Meeting authorizing the destruction of the stamped envelopes and the ballots, whereupon they shall be destroyed.

Start of Director Term

4.11 Directors start their term of office at the beginning of the directors' meeting immediately following that year's annual general meeting.

Board Powers

4.12 The Board may exercise all such powers and do all such acts and things as the Association may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Voting Members in general meeting, but subject, nevertheless, to the provisions of:

- (a) all laws affecting the Association; and
- (b) these Bylaws.

The Board shall manage or supervise the management of the property, activities, and internal affairs of the Association.

Borrowing Power

4.13 The authority of the Board to borrow money and issue bonds, debentures, notes or other evidences of debt obligations at any time, to any person and for any consideration is restricted to the extent that the total of the amount to be borrowed plus any amounts previously borrowed must not exceed twenty percent of the Association's budget for annual revenue in the year in which the borrowing is under consideration for approval by the Board.

Investment Power

4.14 In investing the funds of the Association, the Board may make any investments which in its opinion are prudent. In determining whether an investment is prudent, the Board may consider the extent to which an investment furthers purposes and funding of the Association in addition to issues of pure economic return. Subject to the provisions of the Act, a director shall not be liable for any loss which may result from any such investment.

Formation of a New Zone

4.15 An association representing members who otherwise qualify for membership in the Association but who do not have an established regional organization, may apply for membership in the Association and formation of a new zone, by:

- (a) participating *ex officio* in Association general meetings and committee meetings for a period of three years;
- (b) evidencing a membership of 50 persons who qualify for membership in the Association;
- (c) obtaining the recommendation of the directors to the Association membership to establish a new zone, with parameters established by the directors including the number of directors to represent that zone, and schedule for director election for that zone; and
- (d) obtaining approval from the membership for the proposed new zone by way of an ordinary resolution at a general meeting of the Association.

PART 5 – PROCEEDINGS OF THE BOARD

Calling Board Meetings

5.1 A Board meeting may be called by the President or by any two other directors.

Notice of Board Meetings

5.2 At least three days' notice of a Board meeting must be given unless all the directors agree to a shorter notice period.

Proceedings Valid Despite Omission to Give Notice

5.3 The accidental omission to give notice of a Board meeting to a director or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of Board Meetings

5.4 The Board may regulate its meetings and proceedings as it thinks fit.

Quorum of Directors

5.5 The quorum for the transaction of business at a Board meeting is five directors.

Required Directors' Meetings

5.6 Directors shall meet immediately before and immediately after the annual general meeting, and shall in addition meet at least twice each year.

Meetings and Votes by Telephone or Other Communications Media

5.7 Directors may participate in a Board meeting by telephone or other communications media if all of the persons participating in the meeting, whether by telephone, by other communications media or in person, are able to communicate with each other. Without restricting the generality of the foregoing, the directors may also vote on an issue by emailed communication directed to all of the directors and the General Manager.

Consent Directors Resolution

5.8 A resolution in writing which is identified as an ordinary resolution of the directors and has been submitted to all of the directors and signed by a majority of the directors who would have been entitled to vote on it at a Board meeting is as valid and effectual as an ordinary resolution of directors as if it had been passed at a Board meeting duly called and constituted and shall be deemed to be an ordinary resolution of the directors. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one ordinary resolution of the directors in writing. Such ordinary resolution of the directors shall be filed with minutes of the proceedings of the directors and shall be effective on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

Distribution of Minutes

5.9 The Association shall mail or electronically distribute copies of minutes of all

Board meetings to each director and alternate within the two weeks immediately following that directors' meeting.

Referendum

5.10 The Board may seek direction from the Voting members at a general meeting or by mail ballot, on any issue of importance to the Association.

Honoraria and Expenses

5.11 Each director shall be reimbursed for reasonable expenses incurred in attending meetings of the Board, and shall be entitled to receive a per-day honorarium in an amount and for specified director activities as set by the Board from time to time.

No Casting Vote

5.12 A person chairing a directors' meeting may vote but, if he or she does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

Signing Authority

5.13 A contract or other record to be signed by the Association must be signed on behalf of the Association:

- (a) by the President, together with one other director;
- (b) if the President is unable to provide a signature, by the Vice-President together with one other director,
- (c) if the President and Vice-President are both unable to provide signatures, by any two other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Association.

Bylaws Applying to Directors Apply Equally to Alternates

5.14 The provisions of the Bylaws which apply to directors, apply equally to alternates when acting in the place of a director.

PART 6 – COMMITTEES

Advisory Committees

6.1 The Board may create such standing and special committees as may from time to time be required. The Board may delegate any, but not all, of its power to such committees and any such committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by the Board. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task

for which it was appointed, a special committee shall automatically be dissolved.

Board Rules for Committees

6.2 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board directs.

Committee Proceedings

6.3 The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed by the rules set out in these Bylaws governing proceedings of the Board, with the necessary changes to reflect their application to committees and committee members, including the payment of expenses and honoraria to committee members who are not directors.

Election or Appointment of Committee Members

6.4 Each Zone shall be eligible to elect one Voting Member to each standing committee of the Association. The Voting Members will elect standing committee members at the same time and using the same process as for the election of directors, using the same qualifications, nomination and election process, except for the requirement of the consent to act as director which is not required. The Board shall appoint the members of a special committee. The Board may fill a casual vacancy in the membership of a standing or special committee in the same way as a casual vacancy for a director is filled as set out in section 4.2 of these Bylaws.

Committee Chairs

6.5 The President shall appoint a chair for each committee and each chair shall be a member of the Board or, for a standing committee, a committee member elected or acclaimed through the Zone committee member election process.

Committee Expenses

6.6 The directors shall establish rules for payment of expenses to persons serving on committees.

Committee Minutes and Reports

6.7 Each committee shall keep minutes of its proceedings and the Association shall mail or electronically distribute copies of minutes of each committee meeting to each committee member, director and alternate within the two weeks immediately following that committee meeting. The chair of each committee shall submit and present a report about the committee's activities to the members at the annual general meeting of the Association

PART 7 – OFFICERS AND REPRESENTATIVES

Election of Officers

7.1 At the meeting immediately following the annual general meeting, the Board shall elect from among the directors, the President, to serve for a two year term, and the Vice-President, to serve for a one year term.

Election of Representatives and Others

7.2 The Board may appoint or elect from among the Voting Members, persons to represent the Association on provincial, national and other organizations, or for other Board assignments including membership on standing or special committees, as the Board considers appropriate.

PART 8 – PRESIDENT AND VICE-PRESIDENT

Responsibilities of the President

8.1 The President is the chair of the Board and is responsible for supervising the other directors and the General Manager in the execution of their duties. The President shall report to the Board at each directors' meeting and to the members at the annual general meeting. The President shall be an *ex officio* member of all committees.

Responsibilities of the Vice-President

8.2 The Vice-President is vested with all powers and is to perform all duties of the President in the absence of the President from his office.

PART 9 – GENERAL MANAGER

Responsibilities of General Manager

9.1 The Board may select and appoint a General Manager as the chief executive officer of the Association, determine his or her title and set the terms of his or her duties, responsibilities and employment. The General Manager shall carry out the lawful instructions of the Board, ensure that minutes and other records are correctly maintained and distributed and that the financial records of the Association are correctly maintained.

General Manager Report

9.2 The General Manager shall report to the Board through the President.

Custody of Seal and Records

9.3 The seal and records of the Association shall be in the custody of the General Manager and the records shall at all reasonable times be open to inspection by any member in good standing. The seal shall only be used by authority of the Board.

Location of Head Office

9.4 The head office of the Association shall be located at Kamloops, British Columbia.

PART 10 – FISCAL YEAR AND AUDITOR

Fiscal Year

10.1 The fiscal year of the Association shall be from April 1st in each year to the following March 31st.

Appointment of Auditor

10.2 At each annual general meeting, the Association shall appoint an auditor to hold office until he or she is reappointed or his or her successor is appointed at the next following annual general meeting.

Removal of Auditor

10.3 An auditor may be removed by ordinary resolution and shall be promptly informed in writing of his or her appointment or removal.

Attendance at General Meetings

10.4 The auditor may attend the annual general meeting and other general meetings, and shall provide a report to the members at the annual general meeting about the results of the auditor's audit.

PART 11 – BYLAWS

Right to Copy of Constitution and Bylaws

11.1 Upon being admitted to membership, each member is entitled to a copy of the Association's Constitution and Bylaws and the Association shall send a copy of the Constitution and Bylaws to any member upon request.

Amendment of Bylaws

11.2 These bylaws shall not be altered or added to except by special resolution.