

PART 1 – DEFINITIONS

- 1) In these Bylaws, unless the context otherwise requires:
 - a) **“Act”** means the Societies Act of British Columbia as amended from time to time,
 - b) **“B.C.”** shall mean the province of British Columbia,
 - c) **“Members”** shall mean the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these Bylaws and, in either case, have not ceased to be members,
 - d) **“Board of Directors”, “Directors”, or “Board”**, shall mean the Board of Directors of Wild Embrace Farm Society as duly elected or appointed in accordance with these Bylaws,
 - e) **“Bylaws”** mean these Bylaws as altered from time to time,
 - f) **“the Society”** means Wild Embrace Farm Society.
 - g) **“AGM”** means Annual General Meeting of Members
 - h) **“WEFS”** means Wild Embrace Farm Society
- 2) The definitions in the Act apply to these Bylaws.
- 3) These Bylaws restrict the activities and powers of the Society to those described in the Purposes of the Society’s Constitution.
- 4) If a conflict exists 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 – REGISTERED OFFICE

- 5) The office of the Society must be situated in B.C. in such a place as the Board may determine, and will be filed with the registrar as required by the Act.

PART 3 - DIRECTORS

- 6) The directors of the Society at the time of incorporation shall have been appointed by the pre-incorporation members, and said appointments shall be recorded in the Society's meeting minutes.
- 7) At each Annual General Meeting the members must elect directors to the Board.
- 8) There may be no fewer than 3 directors, and no more than 11, at least one of whom must be ordinarily resident in the Province of British Columbia.
 - a) Of these directors, the majority
 - i) must be above the age of 18 years, and
 - ii) may not be employed by WEFS.
- 9) Each director will be elected for an approximately one-year term marked by the AGM
- 10) A director of the Society may be removed from office by special resolution in accordance with the Act.
- 11) Directors:
 - a) must be above the age of 16 years.
 - b) may serve for as many consecutive terms as they are elected by the membership. Terms will be deemed to be consecutive where a person has ceased to be a director for less than 6 months between terms.
 - c) may resign from their position on the Board at any time by submitting a letter of resignation to the Board with at least 2 months notice prior to the AGM
 - d) may request immediate resignation due to concerns regarding
 - (1) mental or physical health,
 - (2) conflict of interest, or
 - (3) any other means agreed upon by a majority of the Board.
 - e) cease to be directors on their death.
- 12) The membership may vote to replace a director from a titled role (i.e. President, Vice-President, Secretary, Treasurer) if a more suitable fit has been proposed between AGMs. The Board may choose to keep the replaced director on the Board as a "director at large".
- 13) The Board may, at any time, appoint a director to fill a vacancy on the Board for an interim period that will end at the following annual general meeting.
- 14) Following a general meeting at which directors are elected to the Board, the directors must appoint from among themselves the following officers:
 - a) President;
 - b) Vice-President;
 - c) Treasurer; and
 - d) Secretary.
- 15) A director may hold more than one officer position on the Board.
- 16) The President is responsible for supervising the other officers and directors in the execution of their duties.
- 17) The Vice-President is responsible for carrying out the duties of the President if the President is unable to act.

- 18) The Secretary is responsible for doing or making the necessary arrangements for the following:
 - a) issuing notices of general meetings and directors' meetings,
 - b) taking minutes of general meetings and directors' meetings,
 - c) keeping the records of the Society in accordance with the Act,
 - d) conducting the correspondence of the Board,
 - e) filing the annual report of the Society, and
 - f) making any other filings with the registrar under the Act.
- 19) In the absence of the secretary from a meeting, the Board must appoint another director to act as secretary at the meeting.
- 20) The Treasurer is responsible for doing, or making the necessary arrangements for the following:
 - a) receiving and banking monies collected from all sources,
 - b) keeping accounting records for the Society's financial transactions,
 - c) preparing the Society's financial statements,
 - d) making the Society's filings for tax purposes, and
 - e) presenting the annual financial report at the AGM.
- 21) No director may receive remuneration from the Society for acting as a director, but the Society may, subject to the Act, remunerate a director for services rendered to the Society in another capacity and where approved by a majority vote of the remaining directors of the Board.
 - a) Personal expenses may be submitted to the Board for remuneration, subject to majority approval by the Board. Examples of such expenses include but are not limited to
 - i) Gas receipt compensation for picking up/delivering supplies on behalf of the Society
 - ii) Cost of goods purchased for use of the Society (subject to express written approval by the Board)

PART 4 - DIRECTORS' MEETINGS

- 22) Meetings of the Board shall take place in the location and manner the directors see fit.
- 23) At least 2 business days notice of a Board meeting must be given to all directors unless all such directors consent to a shorter notice period.
- 24) 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.
- 25) All questions shall be determined by a majority vote. In the event of a tie vote, the Chair shall have the deciding vote.
- 26) A Directors' meeting may be held in person, by teleconference, by electronic means, or by a combination of means.
- 27) A resolution in writing signed by all the directors personally will be as valid and effectual as if it has been passed at a meeting of directors duly called and constituted.
- 28) A quorum for the transaction of business at a Board meeting is a majority of the directors.

- 29) The Board may appoint and dissolve special committees at any time as deemed necessary by the Board.

PART 5 - MEMBERS

- 30) Any sitting Board member is considered a member of the Society.
- 31) A person above the age of 16 years may apply to the Board for membership in the Society, and on acceptance by the Board shall become a member.
- 32) The Board reserves the right to approve or reject membership applications at its sole discretion.
- 33) An up-to-date registry of all memberships shall be kept by the Board.
- 34) Every member must uphold the Society's Constitution and comply with these Bylaws.
- 35) Each member of the Society in good-standing has the right to vote on every issue put to a membership vote. A member is not in good standing if a majority of the Board votes that the member has failed to uphold the Constitution and Bylaws of the Society.
- 36) A person ceases to be a member of the Society:
 - a) by mailing or delivering their resignation in writing to the address of the Society,
 - b) on their death,
 - c) on becoming a member who is not in good standing for a continuous period of six months,
 - d) on being expelled.
- 37) A member may be expelled by a majority vote following a resolution of the Board. The member who is the subject of the proposed expulsion must be given an opportunity to be heard at a meeting of the Board before the resolution is put to a vote.

PART 6 – GENERAL MEETINGS

- 38) The first Annual General Meeting of the Society shall be held not more than 15 months after the date of incorporation, and after that an AGM shall be held at least once in every calendar year not more than 15 months after the prior AGM. The annual report of the AGM must be filed in accordance with the Act.
- 39) General meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the Board decides.
- 40) Written notice of a general meeting date, time, and location shall be provided in accordance with the requirements of the Act, and a minimum of 7 days before the meeting.
- 41) General meetings may be attended by members in-person or virtually via online meeting platform, phone-in, or other viable means.
- 42) At a general meeting, the following business is ordinary business:
 - a) consideration of any financial statements of the Society presented to the meeting;
 - b) consideration of the reports of the Board, auditor and others, if any;
 - c) election or appointment of directors;
 - d) appointment of an auditor, if any

- 43) A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting, and must include the text of any special resolution to be submitted to the meeting.
- 44) The following individual is entitled to preside as the chair of a general meeting:
 - a) the individual appointed by the Board to preside as the chair of the meeting;
 - b) if the Board has not appointed an individual to preside as the chair of the meeting or the individual appointed by the Board is unable to preside as the chair of the meeting, then the meeting will be chaired by:
 - i) the President of the Board or
 - ii) the Vice-President of the Board, if the President of the Board is unable or unwilling to preside as the chair of the meeting, or
 - iii) one of the other directors present at the meeting, if neither the President nor Vice-President of the Board are able or willing to preside as the chair of the meeting.
 - c) Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of members is present.
- 45) A quorum for the transaction of business at a general meeting is 2/3 of registered members
- 46) If, within 30 minutes from the time set for holding a general meeting, a quorum of members is not present:
 - a) the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum was not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the members who are present will constitute quorum for that meeting.
- 47) If at any time during a general meeting there ceases to be a quorum of members present, any business in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 48) Either the Board or 10% of the voting members may, by requisition, call a general meeting of the Society for the purpose set out in the requisition. The President of the Board along with the Secretary will be responsible for the administration and preparation of the meeting including providing notice of the requisitioned general meeting.
- 49) The rules of procedure at a general meeting will be determined by the Board, or if the Board cannot agree upon procedure the default will be those set out in Robert's Rules of Order.
- 50) Each member of the Society has only one vote, to be applied at the meeting where an issue has been put to a vote. Voting must be by a show of hands, an oral vote, or another method that adequately discloses the intention of each of the members.
- 51) Before any vote, if two or more members request, or the chair of the meeting so directs, then voting must be by secret ballot.
- 52) Voting by proxy is not permitted.

- 53) A matter to be decided at a general meeting may be decided by ordinary resolution (which shall be deemed passed if a majority of the members present vote in favour of such resolution) unless the Act or these Bylaws require that the matter be decided by special resolution (which shall be deemed passed if a 2/3 majority of the members present vote in favour of such resolution). The results of each vote shall be announced during the meeting and recorded in the meeting minutes.

PART 7 – SIGNING AUTHORITY

- 54) All instruments, agreements, contracts and other documents to be signed by the Society may be executed:
- 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) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 – BORROWING AND INVESTING

- 55) In order to carry out the Purposes of the Society, the Board may, with approval of 2/3 of the Board (66%+1), on behalf of and in the name of the Society, borrow or raise and secure the payment or repayment of money in such manner as the Board may decide including, but not limited to, through the issue of debentures charged against any or all of the Society's property (both present and after-acquired), and to purchase, redeem or pay off any such security.
- 56) In order to carry out the Purposes of the Society, the Board may also, with approval of 2/3 of the Board (66%+1), on behalf of and in the name of the Society, prudently invest funds as necessary to retain the value of Society assets.

PART 9 – DISSOLUTION

- 57) In the event of winding up and dissolution of the Society, the funds of the Society remaining after the satisfaction of its debts and liabilities shall be distributed among other organizations deemed to promote the same purpose, and which are duly qualified as charitable organizations by Revenue Canada according to a motion adopted by the majority of the Society's Board members at the time of dissolution.