



One Straw Society Annual General Meeting Minutes

December 3rd, 2017: 3 - 5 pm

Davis Bay Hall

Board of Directors Attendees

Crystal Boeur, Mary Degan, Kym Chi (Board Liason) Regrets : Ian Hunt, Douglas Fugge

Members & Community Present

Laura Walker, Ulla Shine, Joe Tessier, Valerie Tremblay, Krysta Powers, Cassandra Fletcher, Denise Lagasse, David Roche, Pat and Diane Walker, John and Lynda, Stephanie Grindon, Lorenzo, Mike Allen, Leonie Cory, Maggie Guzzi, Marlowe Therent, Imogen Whyte, Yoshiko Beauchesne, Linda Moorecroft, Fay Hansen, Jim Neish, Greg Gebka, Dale Arthur, David Steele, Susanne, Susan Millican, Charlotte Morgante,

Notetaker

Mary Degan

Agenda

Business

- Welcome - Kym Chi
- Updates from the Director, Finances, CFAI updates - Crystal Bouer
- Accounting: Balance Sheet, and Profit / Loss Statements.
- Updates on the Fruit Tree Project - Kym Chi on behalf of Emily Cook
- Updates on Ocean Vegetables Community Garden - Laura Walker



- Elections
- Closing

Business

- 4:30 pm: Kym Chi welcomed everyone.
- First Report- Crystal Boeur presented on behalf of the Board of Directors. Please see appendix A.
- Second Report - Crystal Boeur presented the financial statements. Please see Appendix B.
- Third Report - Kym Graham read Emily Cook's Fruit Tree project report. Please see Appendix C.
- Fourth Report - Laura Walker presented the Ocean Vegetable Gardens Report Please see Appendix D.
- Elections:

Current Board of Directors:

Crystal Boeur (standing)

Mary Degan (standing)

Ian Hunt (standing)

Douglas Fugge (standing)

Nominees for new Board

Greg Gebka

All nominees were accepted to the Board of Directors without challenge

Next Meeting

New Board of Directors Meeting: December 18th, 2017 6pm - 9pm

Appendices

Appendix A

Message from Crystal Boeur

Thank you to everyone for coming out today. It has been a turbulent year for One Straw with a lot of change. Over the summer there were exaggerated rumours about One Straw circulating, and the board is happy to share we are feeling very positive about the outlook for the society. Change is an important part of the renewal process and we are feeling a lot of hope for the future. As follows is an update on what has been happening. Last November at our previous AGM we elected eight board members, since we have lost four of them for various reasons. We thank them for their time and efforts in furthering our mission, and the work they continue to do in their own lives to further food security and community resilience on the Sunshine Coast. Coming in to Spring of 2017 we had a solid plan for strengthening our Fruit Tree Project, led by Emily Cook, and the Ocean Vegetables Community Garden led by Laura Walker. These projects ran over the Summer with a lot of great work and momentum built. Thank you to Laura and Emily for their hard work. Please find their reports below.

As a board we have been working on strategic planning off and on over the past years, and were struggling to get beyond the present tasks to look further beyond. In the Spring we received notice that Kym Graham our



Food Systems Network Coordinator, who has been instrumental in developing and strengthening our partnerships and educational programming, was leaving to pursue other things. As such, the board began the process of looking to fill her position. In June we had our new Food Systems Network Coordinator spend a month training for and learning their new position with Kym. Unfortunately the replacement chosen was not comfortable with the degree of organization that the society had, and chose to move on the next month. We invited in a consultant who helped us to pin point the structural deficits of the society and gave us a road map for moving forward.

The Summer programming of One Straw was championed by our amazing Summer Student, Rosa Hunter. Many of you met her at the One Straw booth during summer events, or working in the Ocean Vegetables Garden. She helped to bring a positive and knowledgeable presence to the organization while we struggled internally to figure out a route forward with our programming.

In September we began discussions with our funder to utilize this moment of turmoil to strengthen our roots. We have received approval to utilize the current funding, otherwise earmarked for our food systems network coordinator and programs, to hire an external consultant to help us develop strong governance policies including established roles and responsibilities and ways of interacting with hired contractors, and help us to transition to the new society act. We also will take this time to finish our Strategic Plan that looks far into the future and gives us a way to move forward and deal with new proposals and ideas, and apply for funding. In October and November we sent out a call for proposals and received several very good options, and in mid November Cassandra Fletcher was hired. Kym Graham has also been hired to act as a board liaison to ensure this process is fruitful and that Cassandra has access to the knowledge and personal connections required to undertake this work. As part of this process of board restructuring Cassandra and Kym will be looking to recruit new board members with various governance, legal and financial skills to help with this important work.

This is an opportune time in history to make a difference in local food. The District of Sechelt is revising their Parks Plan, which is a great opportunity to ask to have more food resources grown on district lands, and to increasing the list of fruit and nut trees that can be planted as street trees. Also, the SCRD is looking at options for food waste recovery. In partnership, One Straw is in the process of solidifying a food charter, and an updated version of the green banner local food directory.

We are very excited to be in a place of hope where we can take the time to focus on strengthening One Straw Society so we can better serve the peoples of the Sunshine Coast.

Thank you for your patience, input, and support.

Have a wonderful solstice and a happy new year.

Crystal Boeur

On behalf of the One Straw Society Board of Directors

Appendix B

Financial Statements



Appendix C

SUNSHINE COAST FRUIT TREE PROJECT

2017 SEASON REPORT



It was a quieter year for fruit production. We did 15 picks - some large with many trees and some smaller.. There were many trees that we picked the previous year that did not fruit this year and we also lost many trees on our list due to people moving from their properties. Still we gained a few new pick locations, despite a lack of any project marketing. Had a few appearances at the Roberts Creek Farmers Market, which was nice to connect to the community. The prospect for the project having economic potential, in terms of selling fruit, seems good under the right vision and person willing to take it on. When there was good fruit to sell, it sold well.

I ran a pruning workshop in February with Cheryl Topping which was well attended by about 15 people on a cold rainy day. I personally learned a lot and feel pruning services could also be another way the FTP could generate funding, as many people want their trees pruned, and some, like Cherry, Fig, and Plum can be done in the summer. I was often doing a little bit of pruning on the trees we picked when I had the time.

Tried a new way of doing call outs for picking volunteers, by organizing volunteers into geographic regions of the coast, and then offering the picks to volunteers that live closest to the pick location first, so as to try and reduce how much driving we do to get to picks. i.e people who live in Gibsons pick in Gibsons and are not driving all the way Halfmoon Bay. This worked fairly well for the most part, and we seemed to have a balance of opportunity to pick across the coast, which I think will only improve if the project grows and there are more available picks for people.

Big thanks to all those that came out and picked with us! Some notable picks - the endless black currants at the gumboot restaurant (5 hours and 15+ pickers). The grove of giant apple trees on a vacant lot in Madira Park - where one volunteer harnessed himself in a tree with climbing gear!



- Emily Cook

Appendix D - Ocean Vegetable Community Garden

<https://drive.google.com/open?id=1b-rrhzXHCToH--dzcBsIshEj3BB3tOav>





Special General Meeting Agenda & Minutes

Date: February 6th, 2018

Gumboot Cafe - Roberts Creek

Item for Discussion	Presenter	Time
Opening & Welcome	Kym	5
Meeting logistics	Kym	5
Motion to accept the agenda	Kym	5
Motion to accept previous minutes	Kym	5
Society Update - Growing & Planning <ul style="list-style-type: none"> Feedback from members and stakeholders have led to the creation of new ends policies Planning initiatives we will focus on in 2018 <ul style="list-style-type: none"> Restructuring and redeveloping Ongoing Feedback Opportunities and Strategic Planning 	Kym & Casandra	15
Volunteerism <ul style="list-style-type: none"> Fundraising Community Gardens Fruit Tree Project Admin support Event Volunteers Volunteer Coordinator 	Kym	10
Summary of Changes to Societies Act	Casandra	10
Special Resolution to approve new 2018 One Straw Society Bylaws to comply with new BC Societies Act	Casandra	5
Transition to Policy Governance Board	Casandra	10
Election of new Board Members	Kym	15
Meeting Adjourned	Kym	5
		90 min



Board Meeting Minutes

Date: February 6th, 2018

Meeting Date: February 6th, 2018 Called to order: 6:15pm	Minutes by: Gregory Gebka Location: Gumboot Cafe
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Attendance

In attendance: Tim Bedford, Mary Degan, David Steele, Susanne Lamm, Mike Allen, Paul Myers, Casandra Fletcher, Renuka Clark, Ian Hunt, Lorenzo Cryer, Emily Cook, James Neish, Ted Leathley, Nancy Leathley, Stephanie Grindon, Kym Graham, Gregory Gebka, Leonie Croy, Martin Casella, Tina Scarlett-Smith, Stephanie Grindon Number of Members in good standing in Attendance : 21	
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Meeting Logistics & Agenda

Kym Graham presented the agenda to the membership and reminded everyone that they must be members in good standing to vote on any special resolutions or board nominations.	Move to accept agenda(moved by): Tim Bedford Seconded by: Casandra Fletcher CARRIED
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Last Meeting's Minutes

Meeting Date: December 3, 2018 Amendments Requested: None	Move to accept (moved by):Kym Graham Seconded by: James Neish CARRIED
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Society Updates

<p>Tribute was also given in memory of original One Straw founder, Robin Wheeler. Kym acknowledged members' and stakeholders' input and feedback extending the last five years in support of reviewing and re-establishing One Straw's Mission, Vision, and End Goals through extensive strategic planning. She then related the strategic planning process to some of One Straw key focus areas for 2018, including its current restructuring under BC's new Societies Act, volunteerism, governance policy development, training, fundraising and increasing capacity and support opportunities, including under BC's Poverty Reduction Plan, and various other community organizations such as the Community Services Society. She further outlined some of One Straw's planned initiatives, depending on viability, including Seedy Saturday / Field to Feast events, draft food charter, workshops and education, Fruit Tree Project and Ocean Vegetables Community Garden.</p>	Kym Graham
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Volunteerism

<p>A call out was then made for volunteers, including coordinators to help with fundraising, volunteer recruitment and training, administrative support, one time events and existing initiatives, such as the Fruit Tree Project.</p>	Kym Graham
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Summary of Changes to the Societies Act & Transition to Policy Governance Board

<p>Casandra Fletcher, who outlined the need for Board governance and what Board members do. She recognized the range of skills and experience of potential Board nominees attending the special meeting, suggesting the One Straw Board has much to do, including monitoring the work and progress of an Executive Director, if such staff position is established and filled. Information about the new Societies Act, which came into effect in November 2016, requiring BC societies to re-register and transition their bylaws in accordance with the Act by November 2018. She advised that following an extensive review and consideration of various 'model' bylaws content within One Straw's redrafted bylaws is now consistent with the new Act.</p>	Casandra Fletcher
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Special Resolution to approve new 2018 One Straw Society Bylaws to comply with new BC Societies Act

<p>The proposed bylaw changes are pasted at the bottom of this document and were sent to membership 2 weeks prior to the special meeting.</p> <p>Following discussion outlining the new bylaws, a call was made for a motion to approve by special resolution One Straw's new bylaws, as recently distributed.</p> <p>Following approval, there was further discussion on potential changes to the bylaws going forward, subject to a registration fee, whereas under the new Act, One Straw's new bylaws will be registered at no cost.</p>	<p>Move to accept (moved by): Paul Myers</p> <p>Seconded by: Stephanie Grindon CARRIED</p>
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Election of New Board Members

<p>Kym Graham provided a tribute to current outgoing members of the Board, including longtime Director, Crystal Bauer, for her skills, experience, dedication and substantial work towards One Straw's strategic planning and restructuring. She also recognized the contributions of outgoing Director, Ian Hunt, who she informed will continue to support One Straw by volunteering much needed website support. Kym then acknowledged and expressed gratitude to other existing One Straw Directors, interested in continuing on the Board, including long-time member Mary Degan, Gregory Gebka, and Douglas Fugge. Kym Graham and Casandra Fletcher provided brief biographies of the candidate Board Directors attending, as follows:</p>	
<p>Tim Bedford – new entrepreneur to the Coast with particular interest, experience and founder of a food waste recovery business named "Ginger Jars" and Drift Tim has extensive experience as a teacher, researcher and chef. Since moving to the Coast two years ago has developed business relationships and value-added food products with a number of local grocers and other suppliers.</p>	<p>Nominated by : Casandra Fletcher</p> <p>Seconded By : Kym Graham</p> <p>CARRIED</p>

Tina Scarlett Smith – recently semi-retired certified accountant to the Coast who owns and operates a small farm in Roberts Creek. Tina has extensive experience in finance and legal matters and has expressed interest in serving on the Board as its Treasurer.	Nominated by : Casandra Fletcher Seconded By : Kym Graham CARRIED
Lorenzo Cryer - graphic designer, communicator and organizer having extensive experience abroad and in Vancouver in support of prominent fundraisers, including “Shine” for mental health. Lorenzo has considerable contacts and experience for “getting the job done”.	Nominated by : Kym Graham Seconded By : Paul Myers CARRIED
Paul Myers, a local farmer and co-owner of Brookbank Farm in Elphinstone. Paul has extensive experience with community supported agriculture (CSA) initiatives, has worked considerably with youth and is a dedicated family man.	Nominated by : Kym Graham Seconded By : Casandra Fletcher CARRIED
David Steele, a past One Straw Board Director, has worked many years and extensively as a Director of various non-profit organizations and has extensive experience in agriculture and permaculture, including as a teacher. David also served One Straw in the past as its Food Systems Network Coordinator.	Nominated by : Kym Graham Seconded By : Susanne Lamm CARRIED

Adjournment

The special meeting was adjourned at approximately 7:30 p.m.	Move to accept (moved by): James Neish Seconded by: Stephanie Grindon CARRIED
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Adjourned at: 7:30pm

ONE STRAW SOCIETY Bylaws
(rewritten in preparation for transition to the new BC Societies Act, 2018)

Approved by: One Straw Society's Board of Directors January, 2018

Approved by: Membership (pending - TBA Feb 2018)

Part 1 - Definitions and Interpretations

Definitions

1.1 In these Bylaws:

"Act" means the [Societies Act](#) of British Columbia as amended from time to time;

"Affiliate Members" means the organizations, corporations, partners, institutions, or bodies whose activities are connected or contribute to those of the Society, and have been accepted by the Board as Affiliate Members in accordance with these Bylaws;

"Board" means the directors of the Society as authorized by the Act, the Constitution and these Bylaws in governing or supervising the management of the affairs of the Society and exercising the powers of the Society;

"Board Resolution" means:

(i) a resolution passed by two thirds of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:

(A) in person at a duly constituted meeting of the Board,

(B) by Electronic Means in accordance with these Bylaws, or

(C) by combined total of the votes cast in person and by Electronic Means;
or

(ii) a resolution that has been submitted to all Directors and consented to in writing by 2/3 of the Directors who would have been entitled to vote on the resolution at a meeting of the Board, and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;

"Special Resolution" means:

(i) a resolution passed at a General Meeting by at least 2/3 of the votes cast by the voting members;

(ii) a resolution consented to in writing by all of the voting members;

(iii) if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by at least 2/3 of the votes cast, in accordance with the bylaws, on the resolution;

"Bylaws" means these Bylaws of the Society as filed with the Registrar;

"electronic means" means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:

- (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
- (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;

"General Meeting" means a meeting of the Members, and includes any annual General Meeting and any special or extraordinary General Meetings of the Society;

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

2.1 Application for membership

A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

2.2 Membership Classes

There are four classes of membership in the Society, and a prospective member may choose to be a member of any class as particular to their situation or desire. These are:

- (a) Individual Members;
- (b) Family Members;
- (c) Affiliate Members; and
- (d) Honorary Life Members.

2.3 Eligibility for Membership

Eligibility to become and remain a member of the society is as follows:

Individual Membership: A person is eligible to be accepted as an Individual Member if he or she:

- (a) is 16 years of age or older; and
- (b) is interested in advancing the purposes and supporting the activities of the Society.

Notwithstanding the foregoing, a person is not eligible for individual membership if he or she is:

- (c) an employee of the Society;
- (d) a contractor for services to the Society where the contract has an annual aggregate value of \$10,000 or more; or
- (e) a spouse of a person under (c) or (d) above.

Family Membership: A Family is eligible to be accepted as a Family Member if:

- (f) at least one person in the Family is 18 years of age or older;
- (g) no person in the Family is a person under paragraphs (c), (d) or (e), above; and
- (h) the Family is interested in advancing the purposes and supporting the activities of the Society.

Affiliate Membership: An Organization may be eligible to be accepted as an Affiliate Member if it is interested in advancing the purposes and supporting the activities of the Society.

Honorary Lifetime Members: A person is eligible to be an honorary lifetime member if they purchased a lifetime membership on or before January 1st, 2018 and remains a member in good standing.

In addition, persons who have advanced and supported the organization significantly and remain a member of good standing may be nominated for and awarded an honorary lifetime membership when quorum of voting members is reached.

2.4 Rights of members

All classes of membership are entitled to:

1. Access to all society documents as outlined in section 2.5
2. Vote on society business at Annual General Meetings or any Special Meeting called by the Board of Directors;
3. Contribute feedback into organizational planning and development;
4. Subscribe to all general email lists published by the society.

2.5 Right to Access Documents and Records

The documents and records of the Society, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to examine any of the following documents and records of the Society at a time and location determined by the Society:

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Society;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors, excluding personal information;
- (g) the register of Members, excluding personal information;
- (h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Society;
- (j) the written consents of Directors to act as such; and
- (k) the disclosure of a Director or of the Executive Director regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to examine or inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Executive Director and Board Chair to examine any other document or record of the Society and the Board may allow the Member to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents to which a Member is allowed to examine may be provided on request by the Member for a fee to be determined by the Board.

2.5 Responsibilities of members

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

2.6 Amount of membership dues

The amount of the annual membership dues, if any, must be determined by the Board.

2.7 Member not in good standing

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.

A voting member who is not in good standing

- (a) may not vote at a General Meeting or Special Meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

- 2.8** A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

Part 3 - General Meetings of Members

3.1 Time and place of General Meeting

A General Meeting must be held at the time and place the Board determines.

3.2 Ordinary business at General Meeting

At a General Meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;

- (f) business arising out of a report of the directors not requiring the passing of a Special Resolution.

3.3 Notice of special business

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.

3.4 Chair of General Meeting

The following individual is entitled to preside as the chair of a General Meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the Board Chair,
 - (ii) the vice-chair, if the Board Chair is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the Board Chair and vice-chair are unable to preside as the chair.

3.5 Alternate chair of General Meeting

If there is no individual entitled under these Bylaws who is able to preside as the chair of a General Meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

3.6 Quorum required

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 voting members is present.

3.7 Quorum for General Meetings

The quorum for the transaction of business at a General Meeting is 10 voting members or 5% of the voting members, whichever is greater.

3.8 Lack of quorum at commencement of meeting

If, within 30 minutes from the time set for holding a General Meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time, and if, at the continuation of the adjourned meeting, a quorum is not

present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

3.9 If quorum ceases to be present

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.

3.10 Adjournments by chair

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.

3.11 Notice of continuation of adjourned General Meeting

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.

3.12 Order of business at General Meeting

The order of business at a General Meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last General Meeting;
- (e) deal with unfinished business from the last General Meeting;
- (f) if the meeting is an annual General Meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual General Meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

3.13 Methods of voting

At a General Meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 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.

3.14 Announcement of result

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.

3.15 Absentee Voting

Voting by proxy is not permitted.

Members may vote by live, real-time electronic means. The Society is not expected to nor responsible for providing electronic devices, networking or other technology to facilitate absentee voting. An absent member may coordinate absentee voting via any other member in attendance.

3.18 Matters decided at General Meeting by ordinary resolution

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.

Part 4 - Director Appointments and Nominations

4.1 Number of directors and Board Composition

The Board will be composed of a minimum of three (3) and a maximum of eight (8) elected Directors, with the provision to appoint up to three additional (3) Directors to the Board in accordance with sections 4.7 and 4.8, including up to one (1) Youth Director under the age of 18.

4.2 Qualifications of Directors

Pursuant to the Act, a person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she:

- (a) is less than 16 years of age;
- (b) has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- (c) is an undischarged bankrupt; or
- (d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, all in accordance with the Act.

In addition to the foregoing, a person may not be nominated or elected to serve (or continue to serve) as a Director if he or she is not currently a Member (or the designated representative of a Member) in good standing for at least thirty (30) consecutive days prior to the election.

4.3 Nomination of Directors

Nominations for election as a Director must be made in accordance with the applicable provisions of these Bylaws, including this section, and such policies and procedures as are established by the Board from time to time, provided that such policies or procedures do not conflict with these Bylaws.

All nominations are subject to the following rules:

- (a) a nomination must be made in writing, in a form established by the Society;
- (b) a Member may nominate him or herself, and the nomination must be signed by the Member nominated and one (1) other Member;
- (c) a Member may not nominate more nominees than the number of Director positions available for election; and
- (d) nominations must be submitted at least seven (7) days in advance of an election.

Nominations will not be permitted from the floor at a General Meeting.

4.4 Elections Generally

Directors will be elected by acclamation or by vote of the Members, in accordance with the applicable provisions of these Bylaws and such election policies and procedures as are established by the Society from time to time.

To the extent possible, approximately half of Director positions will become vacant for election each year.

4.5 Election at Annual General Meeting

Election of Directors will normally take place at, or prior to, the annual General Meeting and Directors so elected will take office commencing at the close of such meeting.

4.6 Election by Acclamation

In elections where the number of eligible nominees at the close of the nomination period is equal to or less than the number of positions for Directors that will become vacant at the close of the next annual General Meeting, then the eligible nominees are deemed to be elected by acclamation and no vote will be required.

4.7 Appointment of Directors

Up to three (3) persons may be appointed as Directors who have expertise, skills or knowledge that is beneficial to the Board or the Society, as determined by the Board and appointed by Board Resolution from time to time. Examples may include experts in law, finance and accounting, fundraising and grant writing, human resources and/or non-profit organizational leadership.

4.8 Term of Appointed Directors

The term of office of Directors appointed pursuant to section 4.7 will be one (1) year. Each person so appointed will continue as a Director until the expiry of such Director's term, or until the appointment is revoked or altered by the Board, whichever is earlier.

Such appointed Directors will take office immediately upon the passing of such Board Resolution confirming his or her appointment but for the purpose of calculating the duration of such appointed Director's term, the term will be deemed to have commenced at the close of the Annual General Meeting of the Society next following such appointment and such term will expire at the conclusion of the next annual General Meeting.

4.9 Term of Elected Directors

The term of office of elected Directors will normally be three (3) years. However, the Board may by Board Resolution determine that some or all vacant Directors' positions

will have a term of less than three (3) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual General Meeting at which such Director was elected. If, however, the Director was elected at an extraordinary General Meeting his or her term of office will be deemed to have commenced at the close of the annual General Meeting next following such extraordinary General Meeting.

4.10 Consecutive Terms and Limits

Directors may be appointed or elected for up to nine (9) consecutive years, by any combination of terms. A person who has served as a Director for nine (9) consecutive years may not be reappointed or re-elected for at least two (2) years following the expiry of his or her latest term.

4.11 Extension of Term to Maintain Minimum Number of Directors

Every Director serving a term of office will retire from office at the close of the annual General Meeting in the year in which his or her term expires, provided that if insufficient successors are elected and the result is that the number of Directors would fall below three (3), the person or persons previously elected as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

4.12 Appointment to fill Vacancy

If a Director ceases to hold office before the expiry of his or her term, the Board, by Board Resolution, may appoint a Member qualified in accordance with section 4.2 to fill the resulting vacancy. The position occupied by an appointed replacement Director will become available for election at the next annual General Meeting and each such appointed replacement Director will continue in office until the conclusion of the next annual General Meeting unless sooner ceasing to be a Director. The appointed replacement Director may run for the vacant position.

The period during which a person serves as an appointed replacement Director does not count toward the term limits set out above.

4.13 Removal of Director

A Director may be removed before the expiration of his or her term of office by either of the following methods:

- (a) by Special Resolution; or
- (b) by Board Resolution.

If by Special Resolution, the Members may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term of office.

If by Board Resolution, the Director proposed for removal has a conflict of interest and may not vote on the Board Resolution, but is entitled to not less than seven (7) days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution.

4.14 Ceasing to be a Director

A person will immediately and automatically cease to be a Director:

- (a) upon the date which is the later of:
 - (i) the date of delivering his or her resignation in writing to the Chair or to the Address of the Society; and
 - (ii) the effective date of the resignation stated therein;
- (b) upon the expiry of his or her term, unless re-elected;
- (c) in the case of an appointed Director, upon the date such Director's appointment is revoked by Board Resolution;
- (d) upon the date such person is no longer qualified pursuant to section 4.2;
- (e) upon his or her removal; or
- (f) upon his or her death; or
- (g) upon failure to attend the third consecutive scheduled Board Meeting and/or more than five meetings in a year, however the Board may make exceptions in extenuating circumstances.

Part 5 - Directors' Meetings

Calling directors' meeting

5.1 A directors' meeting may be called by the Board Chair or by any 2 other directors.

Notice of directors' meeting

5.2 At least 2 days' notice of a directors' 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 directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Part 6 - Board Positions

6.1 Election or appointment to Board positions

Directors must be elected or appointed to the following Board positions, and a director, other than the chair, may hold more than one position:

- (a) chair;
- (b) vice-chair;
- (c) secretary;
- (d) treasurer.

6.2 Directors at large

Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

6.3 Role of Chair

The Board Chair is the chair of the Board and is responsible for representing the Society externally, facilitating agendas and meetings, ensuring fair representation of information, fair and ethical voting by directors, and general supervision of other directors in the execution of their duties. The Board Chair has an equal voice to other members of the Board with respect to decision-making, and has no power to veto or override resolutions, the voting process, or policy otherwise outlined herein or previously approved by the Board.

6.4 Role of Vice-Chair

The Vice-Chair is the Vice-Chair of the Board and is responsible for carrying out the duties of the Board Chair if the Board Chair is unable to act.

6.5 Role of secretary

The secretary is accountable 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 Board in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

6.6 Absence of secretary from meeting

In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

6.7 Role of treasurer

The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) advising on financial policy;
- (b) acting as as a resource to the board and the Executive Director for issues related to financial best practices, tax laws, recommended tools and resources for financial record keeping, audits, etc.

Part 7 - Remuneration of Directors and Signing Authority

7.1 Remuneration of directors

These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

7.2 Signing authority

A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the Board Chair, together with one other director,
- (b) if the Board Chair is unable to provide a signature, by the vice-chair together with one other director,
- (c) if the Board Chair and vice-chair are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 8 - Appointment of an Executive Director

8.1 Appointment of an Executive Director

The Board will appoint the Executive Director and will be responsible to evaluate the Executive Director performance from time to time.

Part 9 - Proceedings of the Board

9.1 Board Meetings

Meetings of the Board may be held at any time and place determined by the Board. Meetings may include regular meetings and ad hoc meetings, as determined by the Board.

9.2 Regular Meetings

The Board may decide to hold regularly scheduled meetings to take place at dates and times set in advance by the Board. Once the schedule for regular meetings is determined

and notice given to all Directors, no further notice of those meetings is required to be provided to a Director unless:

- (a) that Director was not in office at the time notice of regular meetings was provided; or
- (b) the date, time or place of a regular meeting has been altered.

9.3 Ad Hoc Meetings

The Board may hold an ad hoc meeting in any of the following circumstances:

- (a) at the call of the Chair; or
- (b) by request of any two (2) or more Directors.

9.4 Notice of Board Meetings

At least two (2) days' notice will be sent to each Director of:

- (a) an ad hoc Board meeting; or
- (b) a change to a regular Board meeting for which notice was previously provided.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided.

For the purposes of the first meeting of the Board held immediately following the election of a Director or Directors conducted at a General Meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

If a meeting of the Board will permit participation by Electronic Means, the notice of that meeting must inform Directors and other participants (if any) that they may participate by Electronic Means and provide instructions on how to do so.

9.5 Attendance at Board Meetings

Every Director is entitled to attend each meeting of the Board.

No other person is entitled to attend meetings of the Board, but the Board may invite any person or persons to attend one or more meetings of the Board as advisors, observers or guests.

9.6 Participation by Electronic Means

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means, so as to allow some or all parties to participate in the meeting remotely.

Where a meeting of the Board is conducted by Electronic Means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

9.7 Quorum

Quorum for meetings of the Board will be half of the Directors currently in office plus one (1).

10.8 Director Conflict of Interest

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent him or herself from the meeting or portion thereof:
 - (i) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - (ii) in any case, during the vote on the contract, transaction or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or the se Bylaws.

9.9 Chair of Meetings

The Chair or, in the absence or inability of the Chair, the Vice-Chair will preside as Chair at all meetings of the Board.

If at any meeting of the Board the Chair, Vice-Chair and such alternate person appointed by a Board Resolution, if any, are not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

9.10 Alternate Chair

If the person presiding as chair of a meeting of the Board wishes 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 thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chair.

9.11 Chair to Determine Procedure

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Board, the person presiding as chair will have the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with those rules, as well as the Act and these Bylaws.

9.12 Minutes of Board Meetings

The Secretary or such other person designated by the Board will ensure that minutes are taken for all meetings of the Board.