



SHUSWAP CLIMATE ACTION SOCIETY (SCAS)

CONSTITUTION, BYLAWS & CODE OF CONDUCT

CONSTITUTION

- 1.0** The name of the organisation is Shuswap Climate Action Society (SCAS). SCAS was incorporated as a society under the *BC Society Act* effective May 26, 2022.
- 2.0** The SCAS is a non-profit, non-partisan, grassroots alliance to support climate action, engage and educate the community, as well as support federal, provincial, and local governments to act in a substantial way on climate change.
- Our Vision Statement:** *The North Okanagan and Shuswap is a leader in climate action, building resilient communities.*
- Our Mission Statement:** *Supporting community knowledge and solutions.*
- 3.0** The objectives of the organisation are to:
- a) Share credible, up-to-date information providing access to educational resources, tools and events;
 - b) Motivate the community to integrate climate action into daily life;
 - c) Support local governments and businesses to implement comprehensive climate policies;
 - d) Network and partner with other groups and organizations, including Indigenous Peoples, to advance the climate agenda, and support positive action;
 - e) Coordinate activities and share information with other local, provincial and national environmental organizations; and,
 - f) Solicit and raise money and receive monetary gifts, bequests, donations and legacies to be used for the furtherance of the objects of the SCAS.

BYLAWS

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

- 1.1** In these Bylaws:
- “Board”** refers to the directors of the Shuswap Climate Action Society.
- “Bylaws”** means these Bylaws as altered from time to time.

Boundary For Operations

- 1.2** The operations (area of influence) of the SCAS are chiefly carried on within the boundaries of the North Okanagan and Columbia Shuswap Regional Districts.

PART 2 – MEMBERSHIP

Application for membership

- 2.1** A person may apply to the Board for membership in the SCAS, and the person becomes a member on the Board’s acceptance of the application.

Obligations of members

- 2.2** Every member must uphold the Constitution of the SCAS and must comply with these Bylaws.

Amount of membership dues

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

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member's annual membership dues, or fails to uphold the Constitution, Bylaws, and Code of Conduct of the Shuswap Climate Action Society.

Member not in good standing may not vote

2.5 A voting member who is not in good standing:
(a) may not vote at a general 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

2.6 A person's membership in the SCAS is terminated if the person is not in good standing for 3 consecutive months.

Discipline and expulsion of a member

2.7 A member may be disciplined or expelled by special resolution of the Board. The Board will send the member a written note of the proposed discipline or expulsion, including reasons, and give the member a reasonable opportunity to make representations to the Board respecting the proposed discipline or expulsion before the special resolution is put to a vote.

Age of members

2.8 An individual of any age may be admitted as a member, but only those over the age of 16 may be voting members.

PART 3 – GENERAL MEETINGS OF MEMBERSHIP

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines. Notice must be sent to every member at least 14 days before a meeting using either telephone, newspaper, or, e-mail, social media and the SCAS website.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:
(a) adoption of rules of order;
(b) consideration of any financial statements of the SCAS 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.

Notice of special business

3.3 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.

Moderator of general meeting

3.4 The following individual is entitled to preside as the chair (moderator) of a general meeting:

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

Alternate moderator of general meeting

- 3.5** If there is no individual entitled under these Bylaws who is able to preside as the moderator 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 moderator.

Quorum required

- 3.6** Business, other than the election of the moderator 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.

Quorum for general meetings

- 3.7** The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

- 3.8** 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 place, 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.

If quorum ceases to be present

- 3.9** 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 moderator

- 3.10** The moderator of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting, 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

- 3.11** 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.

Order of business at general meeting

- 3.12** The order of business at a general meeting is as follows:

- (a) elect an individual to moderate 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 treasurer's report on the financial statements of the SCAS for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive the chair's report and 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; and,
- (h) terminate the meeting.

Methods of voting

- 3.13** 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 moderator of the meeting, voting must be by a secret ballot.

Announcement of result

- 3.14** The moderator 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

- 3.15** Voting by proxy is not permitted.

Member Proposals

- 3.16** Members may add specific issues to the agenda of a regular Board meeting.

PART 4 – DIRECTORS

Number of directors on Board

- 4.1** The SCAS must have no fewer than 3 and no more than 9 directors with preferably an odd number of directors.

Power of directors

- 4.2** The Board will honourably discharge their powers to further the purpose, vision, mission, and goals of the SCAS. All directors will always treat fellow Board members, the general membership and the public with respect. Decisions are made by consensus agreement. If no consensus can be reached a vote is taken. If there is an even number of board members present, and the vote is equally split, then the chair abstains from the vote.

Policies of the SCAS

- 4.3** The Board may choose to develop policies regarding the activities, or support for concepts that affect the activities of the SCAS (e.g., policy on offsets).

Election or appointment of directors

4.4 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

4.5 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.6 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Membership

4.7 A director shall be required to be a member of the SCAS as a qualification for their office.

Director Qualifications

- 4.8**
- a) Directors must be mentally capable, financially solvent, and have no criminal record.
 - b) Directors must self-certify that they meet these qualifications as set by the Board.

Removal of Directors

4.9 A director may be removed by special resolution of the Board.

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

5.1 A directors' meeting may be called by the 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 non-receipt of the notice of a meeting 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 (50% plus 1).

Proceedings of directors

- 5.6**
- a) Directors may pass director's resolutions without a meeting if a majority of directors' consent in writing or via e-mail.
 - b) Should a director be in conflict of interest with the SCAS by way of a contract, transaction, prior relationship, or a matter for consideration by the Board, that director must promptly and fully disclose the conflict to the directors, then not take part in discussion, not influence the discussion, nor vote.

Borrowing of funds

5.7 The SCAS may not borrow funds.

Age of directors

5.8 Any director of the SCAS must be aged 16 or older.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

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

- (a) chair
- (b) vice-chair
- (c) secretary
- (d) treasurer
- (e) directors at large (one to five)

Directors at large

6.2 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.

Role of chair

6.3 The chair is the primary leader of the Board and is responsible for supervising the other directors in the execution of their duties and obligations.

Role of vice-chair

6.4 The vice-chair is the alternate leader of the Board and is responsible for carrying out the duties of the chair if they are unable to act.

Role of secretary

6.5 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 SCAS; and,
- (d) conducting the correspondence of the Board.

Absence of secretary from meeting

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

Role of treasurer

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

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the SCAS's financial transactions; and,
- (c) preparing the SCAS's financial statements.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Role of directors at large.

- 6.8** The main role of directors at large is advisors to the Board, achieved through participating in/attending monthly board meetings, and where possible assisting with initiatives and events that promote the goals and objectives (see Constitution 3.0 "objectives") of the Shuswap Climate Action Society.

Remuneration of directors

- 7.1** These Bylaws do not permit the SCAS to pay any remuneration for being a director, but the SCAS may pay remuneration to a director for services provided by the director to the SCAS in another capacity.

Signing authority

- 7.2** A contract or other record to be signed by the SCAS must be signed on behalf of the SCAS
- (a) by the chair and the treasurer,
 - (b) if the chair is unable to provide a signature, then by the vice-chair together with the treasurer.
 - (c) if the chair and vice-chair are both unable to provide signatures, then by the treasurer and any another director, authorized by the Board to sign the record on behalf of the SCAS.

PART 8 - INDEMNITY AND PROTECTION OF DIRECTORS, OFFICERS AND EMPLOYEES

Indemnification

- 8.1** The SCAS may, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by an eligible party or a representative of the eligible party in respect of an eligible proceeding to a maximum of \$1000. Indemnification of a director may only occur after discussion and a 2/3 vote of the directors.
- 8.2** The SCAS will not indemnify or pay the expenses of an eligible party or a representative of the eligible party in respect of an eligible proceeding, in either of the following circumstances:
- (a) if, in relation to the subject matter of the eligible proceeding, the eligible party did not act honestly and in good faith with a view to the best interests of the SCAS or the subsidiary of the society and,
 - (b) in the case of an eligible proceeding other than a civil proceeding, if the eligible party did not have reasonable grounds for believing that the eligible party's conduct, in respect of which the eligible proceeding was brought, was lawful.

Insurance

- 8.3** The directors may choose to purchase and maintain insurance for the benefit of any person who is or was serving as a director, officer, employee or agent of the SCAS against any liability incurred by that person as such director, officer, employee, or agent.

PART 9 - BYLAWS

Constitution and Bylaws

- 9.1** On being admitted to membership, each member is entitled to a copy of the Constitution and Bylaws of the SCAS.

Dissolution

- 9.2** Upon winding up or dissolution of the SCAS, the assets which remain after payment of all costs, charges, and expenses which are properly incurred in the winding up shall be distributed to the Shuswap Community Foundation.

PART 10 – CODE OF CONDUCT

- 10.1** This code is a set of guidelines upholding ethical practices and behaviours and ensuring the highest level of integrity in relationships with colleagues and the public.
- 10.2** This code of conduct applies to all members of the Shuswap Climate Action Society.
- 10.3** It is imperative that interactions within and outside the SCAS membership reflect high standards for ethical behaviour including fairness, openness, honesty, integrity, equality, and dignity and are always respectful of the opinions of others.
- 10.4** Conduct and language must be free from any discrimination or harassment prohibited by the [Human Rights Code](#) of BC.
- 10.5** Members are expected to support and respect the roles and responsibilities of their peers, give open and fair consideration to diverse and opposing viewpoints and exercise thoughtful and independent judgement. They should endeavour to build on the ideas of other members and offer alternative points of view as options to be considered.
- 10.6** Directors must maintain the integrity of the Society and therefore are required to seek approval from a quorum of the Board before sharing information with the general public to avoid miscommunication and/or overlap.