



BYLAWS OF WESTERN FORESTRY CONTRACTORS' ASSOCIATION

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Part 1 – Interpretation

- 1 (1) In these bylaws, unless the context otherwise requires,
 - (a) “directors” means the directors of the society for the time being;
 - (b) “The Act” means the BC Societies Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) “registered” address of a member means his address as recorded in the register of members;
 - (d) “term” means the time between the annual general meeting and the next immediate annual general meeting;
 - (e) “business entity” means corporation, co-operative, partnership or proprietorship carried on under a name other than that of the owner, or any other association of persons assembled for the purpose of carrying on trade or conducting business;
 - (f) “past president” means the person who held the office of president immediately before the person who is the incumbent assumed the office for his first term;
 - (g) “electronic means” means any system or combination of systems, including but not limited to mail, telephone, radio, computer, fax, 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 are present in the same location, and
 - (ii) in relation to a vote, permits all eligible votes to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters.
- (2) The definitions in The Act on the date these bylaws become effective apply to these bylaws.
- 2 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a business entity.

Part 2- Membership

- 3 (1) The members of the society are 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.
- (2) All business entities or persons actively engaged in forestry contracting and consulting that have conducted their business in a manner acceptable to the directors shall be eligible to become active members of the society and of regional chapters with rights to vote and hold office therein.
- (3) Each active member in good standing of the society shall be entitled to one vote only, at annual or special general meetings and at any other meetings that may be called by the society or regional chapter at which they are present.
- (4) Associate membership may be granted by the directors to business entities or persons not eligible for active membership that are engaged in, or retired from, forestry contracting and consulting the supply of goods or services to members, or other activities consistent with the objects of the society provided that the number of associate members in the society or any regional chapter of the society does not exceed the number of active members therein.

Associate members shall have the same rights as active members with respect to attending meetings of the society or its regional chapters, but shall not be entitled to vote or to hold office in the society or its regional chapters.

- 4 (1) A person may apply to the directors for membership in the society and on acceptance by the directors and upon payment of a fee, pursuant to bylaw 4 (3), according to the scale then in force, shall be a member.
- (2) Each active and associate member of the society shall pay an annual fee. The annual fee shall consist of:
- (a) an amount set by the annual general meeting of the society, payable to the society; and
 - (b) for those members who are members of regional chapters, an amount set by a general meeting of each of the regional chapters to which the member belongs, payable to the regional chapters.
- (3) The membership year shall be from January 1 and end December 31 next following. The annual fee of each member is due and payable on January 1.
- (4) To remain a member in good standing, the set annual fee must be paid in full on the earlier of January 31, or the commencement of the association's Convention and AGM. To become a member in good standing, the set annual fee, or the portion thereof as determined by the directors, must be paid in full within 60 days of the directors' approval of the intending new member's application for membership.

Notwithstanding anything contained in the constitution and bylaws, a member shall not be deemed to be in good standing under this section unless outstanding fees have been paid in full.

- (5) Application for membership shall be written, or in such other form as is acceptable to the directors, and shall include such information as may be determined from time to time by the directors.
- (6) A member that is a business entity shall designate a person to exercise the member's rights. Such designation must be in writing and shall remain in force until cancelled or changed by the member in writing. A person so designated may, from time to time, in writing, name a substitute person to act in his place.
- 5 An active member of the society shall become a member of the regional chapter of his choice, and may become a member of additional regional chapters of his choice, upon payment of the regional chapters' fees, according to the scale then in force.

An associate member of the society may become an associate member of a regional chapter serving the region of the province most convenient to his base.

- 6 Every member shall uphold the constitution and comply with these bylaws.

- 7 A member shall cease to be a member of the society

- (a) by mailing or delivering his resignation, in writing, to the office of the society, or its president, and such notice shall be deemed to be effective thirty (30) days after receipt unless otherwise stated in the written communication, or
- (b) on his death or, in the case of a business entity, on dissolution, or
- (c) on having his membership terminated under provisions of bylaw 8.

- 8 (1) Notwithstanding anything contained in these bylaws, the directors shall be empowered to
- (a) suspend the membership in respect of; or
 - (b) terminate the membership of any member not in good standing, as defined in bylaw 9, on September 1st of the membership year. A member suspended under this provision shall be eligible to apply at any time for reinstatement of his former membership; the request for reinstatement shall be in writing and accompanied by a remittance of an amount equal to the total amount of fees which would have been paid if his membership had not been interrupted. An application for reinstatement shall be subject to the acceptance by a 2/3rds majority of those directors present at the meeting that considers his application.
- (2) The society shall prepare and adopt a Code of Conduct to govern the business conduct of its members, which code shall be binding on every member of the society. The Code of Conduct may be amended only at an annual or special general meeting of the association by special resolution in accordance with bylaw 15 (2) and in accordance with the provisions of The Act.
- (3) Notwithstanding anything contained in these bylaws, the directors shall have the power to
- (a) reprimand any member;
 - (b) suspend the membership of any member; or

- (c) terminate the membership of any member who in the judgement of the directors has been guilty of a breach of the Code of Conduct; provided, that notice of the charge made has been sent by registered mail to the member charged, at his registered address, who shall be privileged to attend at a meeting of the directors, to have a hearing on the merits of his case.

9 All members are in good standing except a member who has failed to pay his current annual membership fee, or any other subscription or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid. Those members that are engaged in the practice of professional forestry, as defined in the Foresters Act, will be in good standing provided that, in addition to the above, they are in good standing with the Association of BC Forest Professionals. Members not in good standing shall be subject to penalties pursuant to bylaw 8 (1).

Part 3 – Meetings of Members

- 10 (1) General meetings of the society shall be held at the time and place, in accordance with The Act, that the directors decide.
- (2) All meetings of the society and its regional chapters shall be governed by Robert’s Rules of Order unless the society or its chapters adopt alternate rules of order at an annual general meeting of its members.
- 11 Every general meeting, other than an annual general meeting, is a special general meeting.
- 12 (1) The directors may, when they think fit, convene a special general meeting and shall convene a special general meeting upon written request to do so from at least two regional chapters representing a total of not less than 10 active members in good standing of the society, following adoption of resolutions to that effect passed by general meetings of those regional chapters, at a time and place to be fixed by the directors.
- (2) Notice of the time and place of every special general meeting, together with notification of all matters to be proposed at such a meeting, shall be sent to every member entitled to vote as is prescribed by The Act, or by publication in the WFCNA Newsletter.
- 13 (1) Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.
- (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 14 (1) An annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.
- (2) The annual general meeting shall adopt policies and procedures for the attainment of the objects of the society.
- (3) The business of the annual general meeting shall include
 - (a) receipt of reports;
 - (b) receipt of financial statements and approval of a budget for the year;
 - (c) nomination and election of directors and committee members;
 - (d) setting of fees;
 - (e) adoption of policies and prescription of procedures for the attainment of the objects of the association; and
 - (f) such other business as may properly be brought before the annual general meeting.

Part 4 – Proceedings at General Meetings

- 15 (1) Special Business is
- (a) all business at a special general meeting except the adoption of rules of order; and
 - (b) all business transacted at an annual general meeting, except,
 - i. the adoption of rules of order;
 - ii. the consideration of the financial statements;
 - iii. the report of the directors;
 - iv. the report of the auditor, if any;
 - v. the election of directors;
 - vi. the appointment of the auditor, if required; and
 - vii. the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
- (2) Notice of special resolutions shall be given as provided for in bylaw 12 (2); and a special resolution shall be passed by a 75 percent majority of such active members in good standing as are present at a meeting of which notice specifying the intention to propose the resolution as a special resolution has been given.
- 16 (1) No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.
- 17 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 18 Subject to bylaw 19, the president of the society, the vice president or in the absence of both, one of the other directors present, shall preside as chairperson of a general meeting.
- 19 If at a general meeting
- (a) there is no president, vice president or other directors present within 15 minutes after the time appointed for holding the meeting; or
 - (b) the president and all the other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.
- 20 (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or the business to be transacted at an adjourned general meeting.
- 21 (1) No resolution proposed at a meeting need be seconded and the chairperson of a meeting may move or propose a resolution.
- (2) In case of an equality of votes the chairperson shall not have a casting or a second vote in addition to which he may be entitled as a member and the proposed resolution shall not pass.

- 22 (1) An active member in good standing present at a meeting of members is entitled to one vote.
(2) Voting is by show of hands.
(3) Voting by proxy is permitted.
(4) Voting by electronic means may also be accepted.
- 23 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the society.

Part 5 – Directors and Officers

- 24 (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to
(a) all laws affecting the society;
(b) these bylaws; and
(c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
(2) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
- 25 (1) The number of directors shall be a minimum of 5 or a greater number determined from time to time at a general meeting.
(2) The past president and four or more other persons to be elected annually at the annual general meeting of the society, shall be the directors of the society.
(3) Directors must be active members in good standing of the society.
- 26 (1) The directors shall retire from office at each annual general meeting when their successors shall be elected.
(2) An election may be by acclamation, otherwise it shall be by ballot.
(3) If no successor is elected the person previously elected or appointed continues to hold office.
(4) Unless otherwise decided by the members present at the annual general meeting, following the election of directors, and during the course of the annual general meeting, the directors present thereat will adjourn and, in a manner approved by the directors, elect from among the elected members of the Board of Directors, a president, vice president, secretary, and treasurer or secretary treasurer.
(5) The president, vice president, secretary and treasurer or secretary treasurer, along with the past president shall, together, be the Executive Committee of the society.
(6) The Executive Committee shall be responsible for the direction and supervision of the business and the conduct of the affairs of the society arising from the implementation of the objectives and policies of the society as set forth in the constitution and bylaws and as determined from time to time by members in annual or special general meetings and by the directors of the society in meetings of the Board of Directors.
- 27 (1) The directors may at any time and from time to time appoint an active member in good standing as a director to fill a vacancy in the Board of Directors.
(2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.
- 28 (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint an active member in good standing to take the place of the former director.
(2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

- 29 The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
- 30 A director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society. Such reimbursement shall be payable at the discretion of the board of directors.

Part 6 – Proceedings of Directors

- 31 (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit, and they shall meet no less than 4 times each year.
- (2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed, the quorum shall be 3 of the directors then in office.
- (3) The president shall be chairperson of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as chairperson; but if neither is present the directors present may choose one of their number to be chairperson at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.
- 32 (1) The directors may delegate any, but not all, of their powers to committees consisting of a director or directors or directors and members or members as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
- (3) A committee shall elect a chairperson of its meetings; but if no chairperson is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.
- (4) The members of a committee may meet and adjourn as they think proper.
- 33 The directors shall have the power to appoint an executive director of the society, to set the remuneration of, and dismiss the executive director. The executive director shall be solely responsible to the directors for the conduct of the affairs, and the implementation of the objectives and policies, of the society as determined from time to time by meetings of the members and directors; and he will be given direction by the president as provided for in bylaw 40 (2) (e).
- 34 The directors shall nominate a branch of a Canadian chartered bank or a credit union incorporated under the Credit Union Act to be the banker of the society and shall from time to time, by resolution, designate signing officers for banking purposes, who shall include a person designated by the directors and at least one of: the president, vice president and treasurer.
- 35 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 36 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, fax, email, or text message, of any meeting of directors and may at any time withdraw the waiver, and until the waiver is withdrawn
- (1) no notice of meeting of directors shall be sent to that director; and

- (2) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of directors is present, be valid and effective.
- 37 (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
(2) Each director shall be entitled to one vote at a meeting of directors, and in case of an equality of votes the chairperson does not have a second or casting vote.
- 38 No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairperson of a meeting may move or propose a resolution.
- 39 A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

Part 7 – Duties of Officers

- 40 (1) The president shall preside at all meetings of the society and of the directors.
(2) The president is the chief executive officer of the society and shall
(a) supervise the other officers in the execution of their duties;
(b) be an ex officio member of all committees;
(c) represent the society in his official capacity;
(d) report on the activities of the society at the annual general meeting and on such other occasions as may be required; and
(e) give direction to the Executive Director in keeping with the society's objects, policies and procedures.
- 41 The vice president shall carry out the duties of the president during his absence.
- 42 The secretary shall
(a) conduct the correspondence of the society;
(b) issue notices of meetings of the society and directors;
(c) keep minutes of all meetings of the society and directors;
(d) have custody of all records and documents of the society except those required to be kept by the treasurer;
(e) have custody of the common seal of the society; and
(f) maintain the register of members.
- 43 The treasurer shall
(a) keep the financial records, including books of account, necessary to comply with The Act; and
(b) render financial statements to the directors, members and others when required.
- 44 (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.
(2) When a secretary treasurer holds office the total number of directors shall not be less than 5 or the great number that may have been determined pursuant to bylaw 25 (1).
- 45 In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8 – Regional Chapters

- 46 (1) The directors shall have the power to create regional chapters provided at least 5 active members of the society signify a desire for a chapter to be formed in their region, and provided that no chapter exists in reasonable proximity. In remote regions, a chapter may be created upon the request of 3 active members.
- (2) Each chapter shall adopt as its name a word or words identifying the region which shall be preceded by the words “Western Forestry Contractors’ Association” and followed by the word “Chapter.”
- 47 (1) Upon the creation of a regional chapter, the president of the society shall appoint an active member within the region to act as co-ordinator of the society’s business in the region, until such time as the chapter members elect a member to act as co-ordinator, and should the chapter subsequently fail to provide for, and elect one of its members to serve as regional co-ordinator, the president shall continue to appoint a co-ordinator for the region at the time of the society’s annual general meeting.
- (2) A regional co-ordinator shall
- (a) receive information from the office of the society and disseminate it to chapter members;
 - (b) execute whatever matters of business are delegated to him by the directors;
 - (c) conduct the business meetings of the chapter and serve as the presiding officer of the chapter in the absence of a duly elected chapter executive;
 - (d) provide information relating to society business as may be requested from time to time by the office of the society or the directors, and;
 - (c) collect and disburse such fees as may be agreed to by members of the chapter for defraying the operating expenses of the chapter and provide members of the chapter with an annual statement of revenues and disbursements.
- (3) Each regional co-ordinator must be an active member in good standing of the society and of the regional chapter which he serves.
- 48 (1) A chapter may adopt its own bylaws in which case it shall keep a current copy on file with the society.
- (2) The chapter bylaws shall be governed by the constitution and bylaws of the society and shall refer to specifics that provide for regional chapters.
- (3) The bylaws of a chapter shall not be inconsistent with the constitution and bylaws of the society.
- (4) No regional chapter shall include in its by-laws any provision denying the right to vote at any general meeting to any member entitled under bylaw 3 (3) to vote.
- (5) The bylaws of a chapter and all amendments thereto are subject to the approval of the directors.
- (6) The annual general meeting may, from time to time, upon the recommendation of the directors, fix the number of regional chapters.
- 49 (1) The bylaws of a chapter shall provide for the election of a president and a regional co-ordinator and such other officers as the members shall choose. The offices of chapter president and regional co-ordinator may be held by the same person. The chapter meeting held for the purpose of electing its officers shall be held before the annual general meeting of the society.
- (2) Should the chapter president resign, become disqualified or unable to perform his duties, the chapter’s vice president will assume his duties for the remainder of the term; there being no vice president, then the regional co-ordinator shall do so. In the event that the offices of president and regional co-ordinator are held by the same person, and there being no vice president, then the president of the society shall appoint an eligible member in the region to serve the remainder of the term of the co-ordinator.
- 50 (1) Subject to the requirements of bylaw 49 (1), meetings of the chapter shall be called at the will of the chapter president, or, there being none, at the will of the regional co-ordinator. A written request of not less than 1/4th of the chapter members shall be cause for the calling of a meeting.
- (2) The chapter president, or, there being none, the regional co-ordinator, shall arrange meetings, programs, and committees as are deemed necessary for the conduct of the chapter business. All such arrangements must not in any case be in conflict with the constitution and bylaws of the society.

- 51 The chapter may assess fees as approved at a general meeting of the chapter members in order to pay for meetings or programs undertaken by the chapter.
- 52 Subject to the constitution and bylaws of the society and chapter, the chapter executive, or the regional coordinator in the absence of chapter executives, may exercise all the powers of a chapter.

Part 9 – Seal

- 53 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 54 The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and secretary treasurer.

Part 10 – Borrowing

- 55 In order to carry on the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but not without limiting the foregoing, by the issue of debentures.
- 56 No debenture shall be issued without the sanction of a special resolution.
- 57 The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 11 – Auditor

- 58 This part applies only where the society is required or has resolved to have an auditor.
- 59 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of the auditor.
- 60 At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
- 61 An auditor may be removed by ordinary resolution.
- 62 An auditor shall be promptly informed in writing of appointment or removal.
- 63 No director and no employee of the society shall be auditor.
- 64 The auditor may attend general meetings.

Part 12 - Notice to Members

- 65 A notice may be given to a member, either personally, by email, by fax, or by mail to him at his registered address.
- 66 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 67 (1) Notice of a general meeting shall be given to
- (a) every member shown on the register of members on the day notice is given; and
 - (b) the auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of general meeting.

Part 13 – Bylaws

- 68 On being admitted to membership, each member is entitled to and the society shall give him, without charge, a copy of the constitution and bylaws of the society.
- 69 These bylaws shall not be altered or added to except by special resolution in accordance with bylaw 12.

Part 14 – Indemnities to Directors and Others

- 70 Subject to the provisions of The Act, each director, officer and senior manager of the Association will be indemnified by the Association against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that person may be made a party by reason of being or having been a director, officer or senior manager of the Association.
- 71 To the extent permitted by The Act, the Association will indemnify and hold harmless every person or former person serving as a director, officer or senior manager of the Association and that person's heirs and personal representative.
- 72 To the extent permitted by the Act, all costs, charges and expenses incurred by a director, officer or senior manager with respect to any claim, action, suit or proceeding may be advanced by the Association prior to the final disposition thereof, in the discretion of the directors, and upon receipt of an undertaking satisfactory in form and amount to the directors by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.
- 73 The Association may purchase and maintain insurance for the benefit of any or all directors, officers, senior managers, employees or agents, or any other person who has undertaken or is about to undertake any liability on behalf of the Association, against liability incurred by any such person.