

CONSTITUTION OF SIERRA CLUB OF BRITISH COLUMBIA FOUNDATION

1. The name of the society shall be “**Sierra Club of British Columbia Foundation**” (the “Foundation”).
2. The purposes of the Foundation are:
 - (a) to encourage exploration and preservation of the earth’s waters, wildlife and wilderness;
 - (b) to promote public awareness of the values residing in the earth’s ecosystems;
 - (c) to promote research on natural resource usage and preservation;
 - (d) to conduct educational campaigns to enlist public interest and cooperation in protecting these resources;
 - (e) to solicit or raise money, to receive or acquire and hold gifts, donations, and bequests to be used solely in the furtherance of the aforesaid objectives; and
 - (f) to make grants to approved organizations worldwide, such organizations to be charities or non-profit educational or research bodies in the furtherance of the above objectives

BY-LAWS OF SIERRA CLUB OF BRITISH COLUMBIA FOUNDATION

PART 1 – INTERPRETATION

1. In these Bylaws and the Constitution of the Foundation, unless the context otherwise requires:
 - (a) “Board” means the Directors acting as authorized by the constitution and these Bylaws in managing or supervising the management of the affairs of the Foundation and exercising the powers of the Foundation;
 - (b) “Bylaws” means the bylaws of the Foundation as filed in the office of the Registrar;
 - (c) “Chair” means the person elected or appointed as chair in accordance with these Bylaws;
 - (d) “Constitution” means the constitution of the Foundation as filed in the office of the Registrar;
 - (e) “Directors” means those persons who have become directors in accordance with the Bylaws and have not ceased to be directors, and a “Director” means any one of them;
 - (f) “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 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;
 - (g) “Foundation” means the Sierra Club of British Columbia Foundation;
 - (h) “General Meeting” means each annual general meeting and any extraordinary general meetings of the Foundation, but does not include any gatherings of Members for purposes other than the conduct of official business of the Foundation;
 - (i) “Members” means the applicants for incorporation of the Foundation and those persons who have subsequently become members in accordance with the Bylaws, and in either case, have not ceased to be members, and a “Member” means any one of them;

- (j) “ordinary resolution” means
- (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the voting Members,
- and an ordinary resolution approved by any one or more of these methods is effective as though passed at a General Meeting;
- (k) “registered address” of a Member or a Director means the address of that person as recorded in the register of members or the register of directors;
- (l) “Registrar” means the Registrar of Companies of the Province of British Columbia;
- (m) “*Societies Act*” means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- (n) “special resolution” means:
- (i) a resolution, of which the notice required by the *Societies Act* and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,
- and a special resolution approved by any one or more of these methods is effective as though passed at a General Meeting.

2. Except where they conflict with the definitions contained in these Bylaws, the definitions of the *Societies Act* on the date these Bylaws become effective apply to these Bylaws and the Constitution.

PART 2 – MEMBERSHIP

3. **Application for Membership:** Membership in the Foundation shall be granted to those supporters of the Foundation who have made a minimum donation of \$10 within the preceding 12 months, and who have not indicated that they do not wish to be members.
4. **Term of Membership:** A Member shall continue as a Member until he or she ceases to be a Member pursuant to Bylaw 8.
5. **Rights of Membership:** In addition to any rights conferred by the *Societies Act*, a Member has the following rights and privileges of membership:
 - (a) to receive notice of, and to attend, all General Meetings;
 - (b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted; and
 - (c) to exercise a vote on matters for determination by the Members.
6. **No Dues:** There shall be no membership dues, other than that specified in bylaw 3.
7. **Good Standing:** All Members are deemed to be in good standing.
8. **Cessation of Membership:** A person shall immediately cease to be a Member:
 - (a) upon the date which is the later of delivering his or her resignation in writing to the secretary of the Foundation or to the address of the Foundation, and the effective date of resignation stated thereon; or upon his or her death; or
 - (b) upon expulsion in accordance with Bylaw 9
9. **Expulsion:** The Members may at a General Meeting called for the purpose, expel a Member by special resolution. The Member sought to be expelled must be given 14 days' notice of the special resolution to be proposed at the meeting and will have the opportunity to be heard at the meeting prior to the vote being taken upon such special resolution.

10. **Local Groups:** The Board may approve the establishment of a geographically defined Local Group upon application by 3 or more Members residing within the geographic area. The Local Group may elect its executive and will conduct its activities consistent with the Constitution and Bylaws, and within the guidelines and policies established by the Board and/or an annual general meeting.

PART 3 – MEETINGS OF MEMBERS

11. **General Meetings:** The General Meetings of the Foundation shall be held at such date, time and, if applicable, location, in accordance with the *Societies Act*, as the Board shall decide.
12. **Extraordinary General Meetings:** Every General Meeting other than an annual general meeting is an extraordinary general meeting and the Board may convene an extraordinary general meeting whenever it thinks fit.
13. **Notice and Waiver of Notice:** The Foundation shall not give less than 14 days written notice of a General Meeting to the Members entitled to receive notice, but those Members may waive or reduce the period for a particular meeting by unanimous consent in writing.
14. **Content of Notice:** Notice of a General Meeting shall specify the date, time and, if applicable, location of the meeting and will include the text of every special resolution to be proposed or considered at that meeting.

If the Board has decided to hold a General Meeting with participation by Electronic Means, the notice of that meeting must contain instructions for attending and participating in the meeting by Electronic Means, including instructions for voting.
15. **Lack of Notice not Invalidation:** The accidental omission to give notice of a General Meeting to, or the non-receipt of notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.
16. **Annual General Meeting:** An annual general meeting shall be held at least once in every calendar year and in accordance with the *Societies Act*.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

17. **Type of Business:** Special business is:
 - (a) all business at an extraordinary general meeting except the adoption of rules of order;
and

(b) all business that is transacted at an annual general meeting, except:

- (i) the adoption of rules of order;
- (ii) consideration of the financial statements;
- (iii) consideration of the report of the Directors;
- (iv) consideration of the report of the auditor;
- (v) the election of Directors;
- (vi) the appointment of the auditor;
- (vii) such other business that, under the bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors if the report was issued with the notice of the meeting

18. **Electronic Participation in General Meetings:** The Board may decide, in its discretion, to hold any General Meeting in whole or in part by Electronic Means.

When a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by Electronic Means are deemed to be present at the General Meeting.

19. **Quorum Required:** No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.

20. **Quorum:** A quorum at a General Meeting shall be 10 Members.

21. **Chair:** The Chair shall, subject to a Board resolution appointing another person, chair all General Meetings; but if at any General Meeting the Chair, or such alternate appointed by Board resolution is not present within 15 minutes after the time appointed for the meeting, the Members present may choose one of their number to chair the meeting.

22. **Adjournment of General Meeting:** A General Meeting may be adjourned from time to time and from a given location, if applicable, to another, 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.

23. **Voting:** A Member is entitled to one vote. The person chairing a General Meeting may vote, but if he or she does so and the result is a tie, such person shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

24. **Method of Voting:** Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by show of hands, voice vote or voting cards;
- (b) by written ballot; or
- (c) by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands, voice vote or voting cards, and prior to the question being put to a vote, any two Members may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

25. **Proxies not Permitted:** Voting by proxy is not permitted

PART 5 – DIRECTORS

26. **Powers of the Board:** The Board may exercise all such powers and do all such acts and things as the Foundation 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 Members in General Meeting, but subject, nevertheless, to the provisions of:
- (a) all laws affecting the Foundation;
 - (b) these Bylaws; and
 - (c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Foundation in a General Meeting
27. **Management by Board:** The property and affairs of the Foundation shall be managed by the Board.
28. **Directors:**
- (a) There shall be a minimum of 7 and a maximum of 12 Directors of the Foundation, nominated and elected in accordance with bylaw 30. The precise number of Directors for each year shall be confirmed by members at the annual general meeting, subject to additions and/or vacancies pursuant to (b) below.
 - (b) The Directors so elected may, at their discretion, add up to 2 additional Directors to fill a vacancy in office or to augment the Board with necessary governance experience, with

specific relevant expertise, or to better represent the demographic of the membership and British Columbia. Directors so appointed shall hold office only for the remainder of the term in which they are appointed.

- (c) Each Local Group established pursuant to bylaw 10 shall choose among themselves one representative to serve as a Director of the Board, and such representative will have a vote.
 - (d) **Terms:** The term of a Director's office shall be two years, and the terms of directors shall be staggered such that all terms do not expire simultaneously.
29. **Loyalty:** Every Director shall unreservedly subscribe to and support the purposes of the Foundation.
30. **Nominations and Election of Directors:**
- (a) The Board shall appoint a nominating committee consisting of at least 2 of its members and a senior staff member of the Foundation to gather, review and recommend to the Board and to the membership the names of members willing to stand for election as Director. The nominating committee will make every effort to identify nominees who represent the demographics of the membership and British Columbia, nominees who possess a breadth of experience and expertise necessary for good governance of the Foundation, as well as nominees who can renew the Board and provide for succession.
 - (b) The nominees will be communicated to the membership by electronic and/or regular mail, along with a call for further nominations with a minimum of 2 weeks' notice.
 - (c) If the number of nominees exceeds the number of positions to be elected, an election will be conducted at the annual general meeting by way of secret and secure ballot. The results of the election will be communicated to the membership.
31. **Reimbursement of Expenses:** A Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Foundation.
32. **Power to Make Expenditures and Loans:** The Board shall have the power to make expenditures and loans, whether or not secured or interest bearing for the purposes of furthering the purposes of the Foundation including its investment purposes. The Board shall also have the power to enter into trust arrangements or contracts on behalf of the Foundation for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Foundation, or assumed by the Foundation in expectation of such donations, bequests, advances or loans. Such arrangements of contracts shall be in accordance with the terms and conditions that the Board may prescribe.

33. **Investments:** In investing the funds of the Foundation, the Board shall not be limited to securities and investments in which trustees are authorized by laws to invest but may make any investments which in its opinion are prudent.
34. **Agents and Employees:** The Board may from time to time appoint such agents and authorize the employment of such persons as it deems necessary to carry out the objects of the Foundation.

PART 6 – PROCEEDINGS OF THE BOARD

35. **Meetings and Notice:** A meeting of the Board may be held at any date, time and location, if any, determined by the Board, provided that 7 days' notice of such meeting shall be sent in writing to each Director. However, no formal notice shall be necessary if all Directors were present at the preceding meeting when the date, time and location, if any, of the meeting were determined, or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the secretary of the Foundation.
36. **Quorum:** A quorum at a Board meeting shall be 5 Directors.
37. **Chair of Meetings:** The Chair shall, subject to a Board resolution appointing another person, chair all meetings of the Board but if at any Board meeting the Chair, or such alternate appointed by Board resolution is not present within 15 minutes after the time appointed for the meeting, the Directors present may choose one of their number to chair the meeting.
38. **Convening Meetings:** The Chair may at any time convene a meeting of the Board. If three Directors request a meeting in writing, then the Chair shall call a meeting of the Board.
39. **Meetings:** There shall be at least three (3) Board meetings per year. Meetings may be held by Electronic Means.
40. **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.

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

41. **Voting:** A Director is entitled to one vote. The person chairing a meeting may vote but, if he or she does so and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

42. **Method of Voting:** Except where expressly provided for in these Bylaws, voting on matters at a meeting of the Board may occur by any one or more of the following mechanisms, in the discretion of the person presiding as chair:

- (a) by show of hands;
- (b) by written ballot;
- (c) by voice vote, roll-call vote or poll; or
- (d) by Electronic Means.

On the request of any one (1) or more Directors, a vote will be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way that it is impossible for the assembly to discern how a given Director voted.

PART 7 – OFFICERS

43. **Officers:** The Board may elect officers from among their number. The officers of the Foundation may be the Chair, Vice-Chair, Secretary, Treasurer, and such other officers as the Board may determine from time to time. An officer may hold more than one position.

PART 8 – SEAL

44. **No Seal:** The Foundation will not have a seal.

PART 9 – BORROWING

45. **Borrowing:** For the purpose of carrying out the objectives of the Foundation, on behalf of and in the name of the Foundation, the Board may borrow, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.
46. **Restriction of Borrowing Powers:** The Members may by ordinary resolution restrict the borrowing powers of the Board.

PART 10 – AUDITOR

47. **Appointment of Auditor:** The first auditor of the Foundation shall be appointed by the Board before the first annual general meeting. At each annual general meeting thereafter the Foundation shall appoint an Auditor for the following year.

PART 11 – NOTICES

48. **Notices of General Meeting:** Notices of a General Meeting shall be given to:
- (a) every person shown on the register of members as Member on the day the notice is given; and
 - (b) the auditor
49. **Method of Notice:** A notice may be given to a Member or a Director either personally (by delivery, facsimile, or electronic mail) or by first class mail posted to such person's registered address.
50. **Proof of Receipt of Notice:** A notice sent by mail shall be deemed to have been given on the second day following that on which the notice was posted. Any notice delivered by hand or sent by facsimile or email shall be deemed to have been given on the day it was so delivered or sent.

PART 12 – INDEMNIFICATION

51. **Indemnification of Directors and Eligible Parties:** To the extent permitted by the *Societies Act*, each Director and eligible party (as defined by the *Societies Act*) will be indemnified by the Foundation against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that person by reason of their holding or having held authority within the Foundation:
- (a) is or may be joined as a party to such legal proceeding or investigative action; or
 - (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

52. **Purchase of Insurance:** The Foundation may purchase and maintain insurance for the benefit of any or all Directors or officers against personal liability incurred by any such person as a Director or officer.

PART 13 – MISCELLANEOUS

53. **Inspection of Documents and Records:** The documents and records of the Foundation, 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 is entitled, upon providing not less than fourteen (14) days' notice in writing to the Foundation, to inspect any of the following documents and records of the Foundation at the address of the Foundation during the Foundation's normal business hours:

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Foundation;
- (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;
- (g) the register of Members;
- (h) the Foundation's certificate of incorporation, and any other certificates, confirmations or records furnished to the Foundation by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Foundation;
- (j) the written consents of Directors to act as such and the written resignations of Directors; and

- (k) the disclosure of a Director or of a senior manager 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 inspect any other document or record of the Foundation. However, subject to such policies as the Board may establish, a Member may request, in writing delivered to the address of the Foundation, to inspect any other document or record of the Foundation and the Board may allow the Member to inspect 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 which a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed in the *Societies Act*.

- 54. **Participation in Meetings:** Any meeting of the Board or any committee may be held, or any Director or committee member may participate in any meeting of the Board, or any committee, by Electronic Means. All such Directors or persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing bylaws, shall be entitled to vote by one or more of the following mechanisms, in the discretion of the person presiding as chair:

- (a) by show of hands;
- (b) by written ballot;
- (c) by voice vote, roll-call vote or poll; or
- (d) by Electronic Means.

On the request of any one (1) or more Directors, a vote will be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way that it is impossible for the assembly to discern how a given Director voted.

PART 14 – BYLAWS

- 55. **Entitlement of Members to copy of Constitution and Bylaws:** On being admitted to membership, each Member is entitled to and upon request the Foundation shall provide him or her with a copy of the constitution and bylaws of the Foundation.
- 56. **Special Resolution required to Alter or Add to Bylaws:** These bylaws shall not be altered or added to except by special resolution.

57. The Foundation is a non-profit, public benefit corporation and is not organized for the private gain of any person but for public and charitable purposes. **This provision of the Constitution of the Foundation was previously unalterable.**
58. In the event of the winding up or dissolution of the Foundation, the assets of the Foundation shall be given over or transferred to an organization or organizations whose purposes are compatible with the purposes of the Foundation, and which organization or organizations shall be recognized as a charitable organization in Canada. **This provision of the Constitution of the Foundation was previously unalterable.**
59. The Foundation shall create a fund to be known as the Endowment Fund to receive and hold funds and property transferred to the Endowment Fund by the Foundation and those bequests, donations, gifts, funds and property which are received by the Foundation subject to a specific designation, trust or direction from the donor that such bequests, donations, gifts, funds or property are to be held as part of the Endowment Fund. Bequests, donations, gifts, funds and property received by the Foundation which are not subject to a specific designation, trust or direction but which the Board designates or directs may also be placed in the Endowment Fund. The Foundation shall hold, invest and administer the Endowment Fund and may pay or transfer the income there from or any part thereof to such purposes as the Board shall direct. Any income not paid or transferred within 120 days of the fiscal year end of the Foundation shall be added to the capital of the Endowment Fund. The capital of the Endowment Fund and all accretions thereto, which derive from donors' specific requests, shall not in any circumstances, other than those contemplated in the provisions which govern the dissolution of the Foundation, be encroached upon or distributed except to the extent necessary to comply with the disbursement quota requirements imposed on the Foundation by the Income Tax Act (Canada). Funds internally restricted to the Endowment Fund by the board of directors, but not so designated by a donor, may be reallocated by a motion of the board. Nothing in this article shall prevent the Foundation from selling or otherwise disposing of such transfers, bequests, donations, gifts, funds, property or capitalized income if the net proceeds of such disposition or other property of a similar value is substituted therefore. This provision is alterable.
60. Unless specific written directions are received by the Foundation from a donor that property included in a bequest, donation, transfer, trust or loan shall not be included in a consolidated trust fund, all property and funds in any named fund or held by the Foundation may be combined in a consolidated trust fund for the purpose of facilitating the efficient and prudent investment of such funds. This provision is alterable.