

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) "Action" means a pledge on the "Take Action" section of the Foundation's website;
 - (b) ~~(a)~~ "Board" means the Directors acting as authorized by the ~~constitution~~ Constitution and these Bylaws in managing or supervising the management of the affairs of the Foundation and exercising the powers of the Foundation;
 - (c) ~~(b)~~ "Bylaws" means the bylaws of the Foundation as filed in the office of the Registrar;
 - (d) ~~(c)~~ "Chair" means the person elected or appointed as chair in accordance with these Bylaws;
 - (e) ~~(d)~~ "Constitution" means the constitution of the Foundation as filed in the office of the Registrar;
 - (f) ~~(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;
 - (g) ~~(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;
 - (h) ~~(g)~~ "Foundation" means the Sierra Club of British Columbia Foundation;
 - (i) ~~(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;
 - (j) ~~(i)~~ "Members" means ~~the applicants for incorporation of the Foundation and~~ those persons who are, or 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;

(k) "Membership Year" means the period of approximately one (1) year relating to the term of membership in the Foundation, which period shall be from September 1 until August 31, unless otherwise determined by the Board;

(l) ~~(i)~~ "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;

(m) ~~(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;

(n) ~~(j)~~ "Registrar" means the Registrar of Companies of the Province of British Columbia;

(o) ~~(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;

(p) ~~(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;

(q) "Transition Date" means September 1, 2026.

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. **Admission to Membership:** Membership in the Foundation is restricted to:

- (a) those persons who transition as Members in accordance with bylaw 5; and
- (b) those persons who are subsequently admitted as Members in accordance with these Bylaws.

4. **Eligibility for Membership:** A person may be eligible to be accepted as a Member if they:

- (a) are nineteen (19) years of age or older;
- (b) have, in the prior Membership Year, fulfilled at least one of the following conditions:
 - (i) donated a minimum amount of twenty-five Canadian dollars (CA\$25) to the Foundation; or
 - (ii) participated in one (1) Action by providing a valid email address to evidence such participation; and
- (c) are interested in advancing the purposes and supporting the activities of the Foundation.

An organization or corporation is not eligible for membership in the Foundation.

Notwithstanding the date on which these Bylaws are filed, the eligibility requirements in this bylaw 4 will not come into force until the Transition Date.

In the case of any ambiguity or doubt regarding the eligibility of a person for membership, such ambiguity or doubt will be resolved by the Board in its discretion and the Board's decision will be final.

5. **Transition of Membership:** On the date these Bylaws come into force each person who is a member of the Foundation, notwithstanding whether they are eligible for membership under these Bylaws, will continue as a Member until the Transition Date, unless they otherwise cease to be a Member in accordance with these Bylaws.

On the Transition Date:

- (a) each person who is a member of the Foundation, and who is both eligible for membership under these Bylaws and has renewed their membership in accordance with bylaw 10, will continue as a Member until the conclusion of the Membership Year, unless they otherwise cease to be a Member in accordance with these Bylaws; and
- (b) each person who is a member of the Foundation, and who is either ineligible for membership under these Bylaws or has not renewed their membership, will be deemed to have resigned from membership effective that date.

6. **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.~~ An eligible person may apply to the Foundation to become a Member by:

- (a) submitting a completed application in writing to the Foundation, in such form and manner as may be established by the Foundation; and
- (b) submitting such information or documentation as the membership coordinator may require to confirm eligibility for membership.

7. **Review and Decision on Application:** Unless a membership coordinator is appointed pursuant to these Bylaws, the Board will review and determine all applications for membership by Board Resolution. The Board may, in its sole discretion, accept, postpone or deny an application for membership.

An applicant becomes a member on the date of a Board Resolution accepting such application, or on such later date as may be specified in the Board Resolution.

The Board may, in its sole discretion, refuse or postpone an application for membership for any reason which, in the Board's view, is necessary or prudent to protect the interests and reputation of the Foundation. The decision of the Board to refuse or postpone membership is final and without appeal.

The Board may delegate the review and acceptance of new applications and re-applications for membership to a staff person or committee (who will be referred to for the purposes of these Bylaws as the "membership coordinator"), and such delegated party may refer any application for membership to the Board for decision.

8. **Membership not Transferable:** Membership is not transferable.

9. ~~4. **Term of Membership:** A Member shall continue as a Member until he or she ceases to be a Member pursuant to Bylaw 8.~~

The term of membership of a Member is approximately one (1) year. Once accepted as a Member, a person continues as a Member until:

(a) the date which is thirty (30) days after the conclusion of the current Membership Year, unless membership is renewed in accordance with these Bylaws; or

(b) membership otherwise ceases in accordance with these Bylaws.

10. **Renewal and Re-application of Membership:** A Member who continues to be eligible may renew their membership within thirty (30) days of the conclusion of the applicable Membership Year, in such form and manner as may be determined by the Board from time to time. The Board may, in its discretion, require review and approval of a renewal of membership by any Member.

A person whose membership has expired or otherwise ceased other than by expulsion and who remains eligible may re-apply for membership after its expiry in accordance with bylaw 6.

A person expelled from membership may, unless prohibited by the terms of the expulsion resolution, re-apply for membership in accordance with the terms of the expulsion resolution, provided that if the expulsion resolution does not restrict re-application, the person may re-apply for membership after one (1) year from the date of expulsion.

Renewals and re-applications for membership are subject to acceptance by the Board.

11. ~~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.

12. **Compliance with Constitution, Bylaws and Policies:** Every Member will, at all times:

(a) uphold the Constitution and comply with these Bylaws, the regulations and the policies of the Foundation in effect from time to time; and

(b) further and not hinder the purposes, aims and objects of the Foundation.

13. ~~6. No Dues:~~ There shall be no membership dues, ~~other than that specified in bylaw 3.~~

14. ~~7. Good Standing:~~ All Members are deemed to be in good standing.

15. ~~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~~ their 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~~

(b) upon the date that is thirty (30) days from the conclusion of the applicable Membership Year, unless renewed in accordance with these Bylaws;

(c) upon the date such Member is no longer eligible pursuant to bylaw 4;

(d) upon ~~his or her~~ their death; or

(e) ~~(b)~~ upon expulsion in accordance with ~~Bylaw 9~~ bylaw 16.

~~9. —~~

16. **Expulsion:** ~~The Members may at a General Meeting called for the purpose, expel a Member by special resolution. The~~ Following a review of a Member's conduct or actions, the Board may, by Board resolution, expel a Member for conduct which, in the reasonable opinion of the Board:

(a) is improper or unbecoming for a Member ~~sought;~~

(b) is contrary to ~~be expelled must be given bylaw 12;~~

(c) is in violation of the Foundation's policies; or

(d) is likely to endanger the reputation or hinder the interests of the Foundation.

At least fourteen (14) days' prior to passing a Board resolution under this bylaw 16, the Board must provide notice of the ~~special resolution to be~~ proposed ~~at~~ expulsion to the ~~meeting~~ Member in question, accompanied by a brief statement of the reasons for the proposed disciplinary action and ~~will have the opportunity to be heard~~ date, time and location, if any, at which the ~~meeting~~ prior Board proposes to consider the ~~vote being taken upon such special~~ Board resolution in question.

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.~~

At any time prior to the date and time set out in the notice provided above, a Member who is the subject of proposed expulsion may provide an oral or written response to the Board, and the Board must consider any such response that is received.