

SOOKE SALMON ENHANCEMENT SOCIETY

CONSTITUTION & BYLAWS

CONSTITUTION

- I The name of the Society shall be the SOOKE SALMON ENHANCEMENT SOCIETY
- II. The objects of the Society are as follows:
 - 1 To undertake to operate and maintain a Salmonid Enhancement Program Hatchery at Sooke for the purpose of enhancing salmon populations in local streams.
 2. To provide salmon eggs for the Fisheries and Oceans Classroom Incubation Program and provide guided educational tours of the Hatchery for school programs and the general public.
 3. To conduct Stream Rehabilitation and Enhancement work to provide maximum spawning and rearing water for wild salmon stocks.
- III. The place of operation is chiefly in the vicinity of Sooke. This provision is alterable.
- IV. In the event that the Society shall be liquidated or wound up, all of its properties and assets then remaining, or future interests which but for such liquidation would vest in the Society, shall be transferred to some other association or non-profit organization having similar objects to those of the Society, or to The District of Sooke. Such organizations shall be selected by members of the Society before the time of liquidation or wind-up, provided that such organization referred to in this paragraph shall be a charitable organization recognized by the Canada Revenue Agency as being qualified as such under the provisions of the "Income Tax Act" of Canada from time to time in effect. this provision is alterable.
- V. The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its objectives.

BYLAWS

I. MEMBERSHIP

1. The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
2. A person may apply to the directors for membership in the society and on acceptance by the directors, and payment of a membership fee is a member. Corporations may become members of this Society.
3. Every member must uphold the constitution and comply with these bylaws.

4. The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society.
5. A person ceases to be a member of the society
 - (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
 - (b) on his or her death or, in the case of a corporation, on dissolution,
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for 12 consecutive months.
6. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
7. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

II. MEETINGS

1. The annual meeting of the Society shall be held during the month of November in each year.
2. General or special meetings shall be at any time at the call of the Executive Directors..
3. Notice of the annual general meeting shall be published in the local newspaper.
4. Proxy voting is not allowed.

III. BOARD OF DIRECTORS

1. The affairs of the Society shall be entrusted to a Board of Directors, which shall consist of three to five Directors at Large elected from the membership of the Society, and four or five Executive Directors also elected from the membership.
2. Directors shall be elected for a two year term, renewable, except in the first year, two Directors at Large and two Executive Directors shall be elected for a one year term.

IV EXECUTIVE DIRECTORS

1. The Executive Directors shall consist of President, Vice-President, Secretary, Treasurer, or Secretary/Treasurer, and Director of Hatchery operations.
2. Executive Directors may hold a second office at the discretion of the membership. .

V NOMINATIONS AND ELECTIONS

1. Nominations and elections for the Directors shall be made from the floor at the Annual General Meeting.
2. Elections shall be decided by a show of hands of members present at the annual meeting.

VI. QUORUM

1. A quorum for transactions of business at a meeting of the Board of Directors shall be five (5); three (3) Directors and two (2) Executive Officers, one of who shall be the President or Vice-President.
2. Nine (9) members present in person shall constitute a quorum at any General or Annual General Meeting of the Society.

VII DUTIES OF OFFICERS

1. The president presides at all meetings of the Society and of the Directors.
2. The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
3. The vice president must carry out the duties of the president during the president's absence.
4. The secretary must do the following:
 - (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;
 - (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;
 - (f) maintain the register of the members.
5. The treasurer must do the following:
 - (a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
 - (b) render financial statements to the directors, members and others when required.
6. The offices of secretary and treasurer may be held by one person who is to be known as the secretary/treasurer.
7. In the absence of the of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.
8. The Board of Directors may dispense with a Director by a vote of the majority of the board of Directors, and appoint a replacement.

9. The Director of Hatchery Operations must direct day to day operations with respect to the Salmonid Enhancement Program; the Fisheries and Oceans Classroom Incubation Program; Public Education; and stream rehabilitation and enhancement for spawning and rearing wild salmon and steelhead stocks.

VIII BORROWING AND INVESTING POWERS

The Board of Directors may borrow or raise money in such manner as it sees fit, and may issue debentures or grant mortgages of real or personal property of the Society, and pledge or hypothecate any or all of the assets of the Society to secure repayment of monies borrowed. Provided, however, that no such action be taken without the authority of an Extra-ordinary Resolution of the Society, and is passed by a $\frac{3}{4}$ vote of the total voting membership.

IX. SEAL

The Seal of the Society shall be in the custody of the Secretary, and shall not be affixed to any document without the approval of the Board of Directors.

X. FINANCES

- 1 The funds of the Society shall be applied solely towards promotion of the objects of the Society as stated in the Constitution, and no portion thereof shall be paid or made available for personal benefit of any member of the Society, provided that nothing contained in this Constitution shall prevent the payment in good faith of remuneration up to and including \$100.00 to any member of the society, with the approval of the Executive Committee, in return for purchases actually rendered to the Society.
- 2 The signing officers of the Society shall be any two of the President, the Vice-President, and the Treasurer.
- 3 Dues or fees payable by members shall be fixed from time to time by the Society at any Annual Meeting. Such dues shall become payable on or before the day of the annual meeting of any year.
- 4 The fiscal year shall end on the 31st of October.
- 5 The Society may accept and use donations of monies, properties, lands and other items. The use of such donations shall be governed by the provisions of this Constitution and Bylaws.
- 6 The books and records of the Society may be inspected by any member of the Society at all reasonable times at the office of the Society.

XI. AMENDMENT TO THE CONSTITUTION AND BYLAWS

1. Amendments to the constitution and Bylaws shall be made by Extra-ordinary Resolution and in accordance with the provisions of the Societies Act.
2. Proposed amendments to the Constitution and Bylaws must be placed, in writing, before all members of the Society at least thirty (30) days before being voted upon at an annual or general meeting. Decisions shall be by a two-thirds vote of the members present at the meeting at which the proposed amendment is voted upon.