

BRITISH COLUMBIA TRAPPERS ASSOCIATION

BYLAWS

APPROVED AT THE ANNUAL GENERAL MEETING HELD ON APRIL 24, 2021

The BCTA shall organize its internal affairs pursuant to the *Societies Act* and the following bylaws.

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A. INTERPRETATION

1. Definitions. In these bylaws unless the context otherwise requires:

“AGM” or “Annual General Meeting” means a special meeting of the Association’s members held at least once per calendar year as per Section 18.

“Deputy Regional Representative” is a person appointed as a proxy by a Regional Director to act on a Regional Director’s behalf when they are unavailable.

“Board of Directors” and “Directors” means Directors of the BCTA for the time being, consisting of the President, Vice President, each Regional Director and two Directors at large.

“Chair” means the person presiding over and keeping order at a meeting and is the President unless the President is unavailable, is not a voting member of the committee, declines to Chair, or if a majority of persons entitled to vote at the meeting elect another person as Chair for that meeting.

“Conflict of Interest” has the meaning in Section 74.

“Director” means a member of the Board of Directors, including its Executive Committee members, elected or appointed according to these Bylaws pursuant to Section H.

“Executive” or “Executive Committee” means a committee of the Board of Directors that includes the President, Vice-President, and two additional Directors selected by the Board of Directors.

“Executive Member” means a member of the Board of Directors who is elected or appointed to the Executive Committee pursuant to these Bylaws Section I.

“Family Membership” is a bundle of individual memberships granted to members of a household.

“Local” means a group of trappers organized on a geographic basis and recognized as a part of the Association pursuant to Section M.

“Member” means an individual, society or corporation who has been admitted as a member of the Association pursuant to Section B.

“Members Meeting” is a meeting of the Societies’ voting membership such as the Annual General Meeting and Special Members Meetings.

“Member not in good standing” is a member who owes a debt to the BCTA or who has failed to pay their annual membership fee by the Annual General Meeting. A member is not in good standing as long as the debt or membership fee remains unpaid.

“Ordinary Resolution” has the meaning as that under the *Societies Act* and at the AGM or another general meeting is a vote passed by resolution of a majority of the votes cast.

“Proxy Voting” is the practice of assigning an absent member or Director’s right to vote to another person.

“Region” a constituency of locals and members within a geographic boundary represented by a Regional Director.

“Regional Director” is a member of the Board of Directors who is elected to represent the members and Locals within a Region.

“Special Meeting” means a meeting not regularly scheduled or one held specifically to deal with a specific item or items.

"Special Resolution" has the meaning given it under the *Societies Act* and at a meeting is a resolution that requires a vote of at least 2/3rds cast in favour of the resolution, unless a higher threshold is specifically required.

“Trapper Education Instructor” is a person who teaches the BC Trapper Education Course and is in compliance with the Trapper Education Instructor policy set by the Board of Directors.

2. Where gender is indicated by either word or term it shall be construed to mean all genders.
3. If there is a conflict between these Bylaws and the Societies Act or its regulations, the Societies Act or its regulations prevail.

B. TERMS OF MEMBERSHIP

4. **Membership Eligibility.** Individuals, societies and corporations are eligible to join the Association as members if they support the Association and its purposes as set out in the BCTA Constitution.
5. **Submitting Membership Applications.** Applicants to become Members of the Association shall submit application forms and membership fees in person, by mail, or email to the Secretary of the Association or the Association’s office located at 1323 5th Avenue, PO Box 1063, Prince George BC V2L 4V2.
6. **Membership Application Process.** All applications for membership shall be reviewed and approved by the Secretary of the Association, subject to sufficient membership fees being paid, except applications from persons who:

- a. are in the Secretary or the Executive’s opinion unlikely to support the Association and its purposes as set out in the BCTA Constitution, or
- b. have been expelled from the Association pursuant to Section D.

The Secretary shall forward all such unapproved applications to the Executive. The Executive may either approve such applications or provide the applicant an opportunity to respond to the concerns the Executive may have regarding the applicant’s application for membership. The Executive’s decision to reject an application for membership, or accept a previously expelled member, is final and must be reported to the Board of Directors at their next meeting.

7. Membership Fees and Benefits

- a. Membership fees and categories which may include but need not be limited to annual membership fees, corporate membership fees, family membership fees, and multi-year fees shall be recommended by the Board of Directors and set by the membership by ordinary resolution at each AGM and such rates shall apply until

changed at a subsequent AGM or until a multi-year membership has expired.

- b. All members except lifetime members must pay membership fees.
- c. The Board of Directors may determine what benefits, such as insurance coverage or receipt of the BC Trappers Magazine, are available to different categories of members from time to time.
- d. Every member, including corporate and society members, are considered voting members and are entitled to one vote at general meetings and elections. Any amendment to a membership category's voting rights requires an amendment to these Bylaws pursuant to Section 101.

8. Lifetime Memberships. Lifetime Members are exempted from the requirement to pay membership fees. Lifetime memberships are bestowed upon persons to honour their exceptional contributions to the Association or its purposes as set out in the BCTA Constitution. At the AGM, the Board of Directors may recommend Lifetime Memberships be granted to specific individuals, or that a specific amount of lifetime memberships be auctioned for fundraising purposes. The granting of lifetime memberships and auctions may be approved by an ordinary resolution of voting members at the AGM. The Board of Directors may determine what benefits are available to Lifetime members from time to time.

9. Family Memberships. Persons who live in a single household may apply for a family membership granting the right to register two persons of that household to vote as regular members of the BCTA. All additional members of a family membership household who are age 18 or under may register at no charge as non-voting family members who shall have the right to attend BCTA events and meetings, but not to vote. Upon reaching the age of 19, a non-voting family member's membership will cease unless they obtain their own paid membership or take the place of one of the two household voting members. The Board of Directors may determine what other benefits are available to the different persons associated with a family membership. A notice sent to the voting members of a Family Membership is deemed to have also been sent to the non-voting members of a Family Membership.

10. Members not in good standing

- a. A member, other than a lifetime member is not in good standing if their membership fees have expired and will remain not in good standing for so long as they have not renewed by paying membership fees.
- b. a member who is not in good standing:
 - i. may not vote at a Members Meeting, election or AGM,
 - ii. is not entitled to receive the BC Trapper magazine and loses other benefits as set out in policy by the Board of Directors,
 - iii. is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members of the Association. And
 - iv. ceases to be a member of the Association after 6 months.

11. Copy of Bylaw and Constitution. On being admitted to membership, each voting member in good standing may obtain at request without charge, an electronic copy of the Constitution and By-laws of the BC Trappers Association.

12. Duty of Members. Every member must uphold the Constitution and comply with these Bylaws.

C. CESSATION OF MEMBERSHIP

- 13.** A member shall cease to be a member of the Association:
- a. by delivering a resignation in writing to the Board of Directors of the Association by mailing it to the Association's office located at 1323 5th Avenue, PO Box 1063, Prince George BC V2L 4V2 or via email,
 - b. on his or her death, or in the case of a corporation or society, on dissolution;
 - c. on being expelled pursuant to Section D, or
 - d. if the member or family membership has not been in good standing for 6 months.

D. DISCIPLINE AND EXPULSION OF A MEMBER

- 14.** A member may be disciplined or expelled by a resolution of the Board passed at a regularly constituted meeting of the Directors pursuant to the following process:
- a. Any member in good standing may submit, in writing, a complaint proposing the expulsion or discipline of any other member to the Executive Committee if a member allegedly has violated the Constitution or Bylaws of the Association or acted in a manner harmful to the Association.
 - b. The Executive Committee may decide to either dismiss the complaint or proceed with referring it to the Board of Directors for determination.
 - c. If the Executive Committee refers the complaint to the Board of Directors, notice of the complaint and the reasons for the proposed discipline or expulsion must be sent to the member involved. The Executive Committee may add further allegations to the complaint based on evidence.
 - d. The member who is the subject of the proposed complaint for discipline or expulsion shall be given an opportunity to respond before the resolution is put to a vote. The Board of Directors may provide the member with the opportunity to respond in-person, by video or teleconference. With the members' consent, the opportunity to respond may take the form of written submissions only.
 - e. Discipline may take the form of a warning or suspension of membership and/or benefits. Suspensions must be for a specific period of time. Any suspensions may be removed by the Board of Directors following the recommendation of the Executive.
 - f. A member of the Board of Directors who has submitted a complaint proposing the discipline or expulsion of a member can participate in the Board of Director's disciplinary review unless the Director has a Conflict of Interest as defined in Section 74 but in any event shall not be entitled to vote on the matter.

E. EXPULSION OR RESIGNATION OF AN EXECUTIVE MEMBER or DIRECTOR

- 15.** The office of an Executive Committee Member or Director shall be vacated automatically if:
- a. They resign their office by delivering a written resignation to the Secretary of the Association,
 - b. they are found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs,

- c. they are an undischarged bankrupt,
- d. they are convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless a pardon or record suspension has been issued for that offense,
- e. at a Members Meeting a special resolution is passed by two-thirds (2/3) of the Members present at the meeting that they be removed from office, or
- f. the Board of Directors may vote by ordinary resolution to remove a Director who has been absent for three consecutive meetings, or 4 meetings in a twelve-month period, and who has been given notice of a proposed resolution to remove him or her from office by the Secretary.

16. An Executive Committee Member or Director must confidentially report all convictions they receive for trapping offences summarized in the *Hunting and Trapping Regulations Synopsis* to the Board of Directors. The Board of Directors may remove an Executive Committee Member or Director that has been convicted of such an offence by ordinary resolution. The Board of Directors may only disclose the fact of an Executive Committee Member or Director's conviction if the Executive Committee Member or Director is removed from office or if required by law.

17. The Members of the Board of Directors may, by resolution passed by at least two-thirds (2/3) of the votes cast at a Special Meeting of the Board called for that purpose,

- a. Demote any Executive Committee member to the position of regular member of the Board of Directors before the expiration of his term of office, and
- b. By majority vote at that meeting, elect any Member of the Board of Directors in their stead for the remainder of the term.

F. MEMBERS MEETINGS

18. An Annual General Meeting of the Members shall be held each calendar year after the Board of Director Elections and no more than 16 months after the previous Annual General Meeting, the date and place to be determined by the Board of Directors.

19. Notice of members meetings must be in writing mailed or emailed to the Members, and published in the BC Trapper Magazine.

20. Notice of time and place of the Annual General Meeting and Special Meetings and shall be given not less than fourteen (14) days before the date on which such meetings are to be held. The Notice shall also include the text of any special resolution to be submitted to the meeting.

21. Seven (7) percent but not less than twenty (20) of the Members for the current membership year shall constitute a quorum for the transaction of business at the Association's Annual General Meeting or at any Special Meeting.

22. Every Voting Member in good standing shall be entitled to one (1) vote.

23. Proxy voting during elections is not permitted. Proxy voting is permitted only by an appointed Deputy Regional Representative who is acting on behalf of their Regional Director who cannot attend a meeting, or who is temporarily unavailable to discharge his or her duties as a Regional Director.

- 24.** The business of the Annual General Meeting shall include, but shall not be limited to, the following items:
- a. President's Report,
 - b. Financial Report, with printed copies to be included in the delegates package upon registration,
 - c. Budget Report,
 - d. Committee Reports,
 - e. Trapper Education Committee Report, and
 - f. Local President Reports
- 25.** The only persons entitled to attend a members meeting shall be those members in good standing. All non-Members in attendance may be required to leave at the discretion of the Chair unless otherwise directed by a majority of the Members present.
- 26.** Each question will be determined by a majority of the votes, except Special Resolutions.
- 27.** The Chair of the meeting shall only cast a deciding vote in the case of a tie, this being the only vote the Chair shall have.
- 28.** Voting at Members Meetings shall be by show of hands unless a secret ballot is directed to be held prior to the vote. The Executive Committee may provide options for members to participate by teleconference or videoconference. Members participating by teleconference or videoconference may vote in order by stating their name and how they choose to vote, or if a secret ballot is conducted by means approved by the Executive Committee.

G. MEETINGS OF BOARD & EXECUTIVE

- 29.** The Board of Directors shall be responsible for setting goals and overseeing all business of the Association.
- 30.** The Board of Directors may meet at places they think fit to dispatch business and otherwise regulate their meetings and proceedings as they see fit. The Board of Directors will aim to meet once per month but may meet less frequently as circumstances require.
- 31.** A meeting of the Board shall be held each year immediately preceding the Association's Annual General Meeting.
- 32.** Notice of the time and place of meetings, and a draft agenda, shall be given by the Executive no less than seven (7) days before the date of the meeting, unless this requirement is waived by each of the members of the Board of Directors.
- 33.** Meetings may be held in person, by phone conference call, or by web conferencing.
- 34.** The quorum at a Board of Directors meeting shall be a simple majority of the Directors then in office.
- 35.** General meetings of the Board may be called by the President or any three (3) Directors, if they deem such meetings to be in the interest of the Association. Notice of such meetings shall include a draft agenda.
- 36.** A meeting of the Executive Committee shall be held from time to time at the call of the President or any two (2) Executive Members. Notice of the time and place of the meeting shall be given no less

than three (3) days before the date of the meeting, unless this requirement is waived by each of the Executive Members. Any three (3) Executive Members will constitute a quorum.

37. The Executive Committee shall be responsible for carrying out the business of the Association as directed by the Board.
38. Written resolutions may be passed by either the Board of Directors or the Executive Committee without conducting a meeting if such written resolutions obtain the unanimous and written consent of each of the members of the Board of Directors or the Executive respectively.
39. Any member may attend and present a matter at a Board of Directors meeting provided that they first submit a written request describing the matter to the Secretary of the Association. The Secretary will schedule the presentation on the draft agenda for the next Board of Directors meeting, unless the request is submitted less than 3 days in advance of the next meeting or notice of the agenda has already been sent to the Board of Directors, in which case the presentation shall be scheduled in the draft agenda for the following meeting.

H. ELECTION OF DIRECTORS

40. **Board.** The Association shall have a Board of Directors consisting of 13 members: a President, Vice-President, 9 Regional Directors and 2 Directors at Large.
41. **Elections Committee.** A standing Elections Committee shall be appointed and exist pursuant to the process in Part L, with decision making powers as set out in this Part of the Bylaws, and such other powers as set out in policy.
42. **Regions.** There will be 9 Regions and 9 Regional Directors. The geographic boundaries of the Regions will be set by the Directors of the Association in consultation with the Locals, but shall approximate the regions of Fish & Wildlife Management Region established in the Hunting and Trapping Regulations Synopsis except where geographic considerations make such approximations impractical.
43. **Nominations.** Nominations for Board of Director Positions are due by February 15 each calendar year, or on another date within a calendar year set by special resolution of the Board of Directors. Nominations must be provided by at least two Voting Members of the Association in good standing, or a Local.
44. **Regional Director Eligibility.** Candidates for a Regional Director position must trap in or be resident in the Region they are being nominated to represent and may only be nominated by the Locals of that Region or Voting Members who trap in or are residents of that Region.
45. **Notification.** The Election Committee will inform all duly nominated candidates of their nomination and the criteria and deadline for accepting.
46. **Nomination Acceptance.** Nominees who wish to accept their nominations must provide a short campaign statement according to the criteria established by the Election Committee by March 1 each calendar year, or on another date within a calendar year set by special resolution of the Board of Directors.
47. **Campaign Statements.** The Election Committee will cause all duly accepted nominations and properly submitted campaign statements to be published in the BC Trapper Magazine and the BCTA

Newsletter prior to the election.

- 48. Online Election.** The Elections Committee will cause an election to occur after ratifying the final list of candidates for each position and shall select an online elections service provider to cause the polls to be open through the internet. The Elections Committee will have the Association provide Members notice through email or mail of the final list of candidates and instructions on how to vote online.
- 49. In Person Ballots.** Locals may collect in-person ballot votes on days during which the online polls are open and must report the results to the Election Committee. Any candidate or member of the Elections Committee may attend to scrutineer the taking and counting of ballots collected by a Local.
- 50. Voting Rights.** Any Voting Member may vote for a Presidential, Vice-Presidential candidate, and two Director at Large Candidates. Voting Members may choose to vote for any Regional Director candidate in the Region they live in or a Region they trap in, but cannot cast more than one such vote during any one election.
- 51. Elected Candidates.** The Candidate with the most votes for a position shall be elected. The two Director at Large candidates with the most votes for the two Director at Large positions shall be elected. Election results will be announced by the Elections Committee by or at the start of the AGM.
- 52. Appeals.** Within five business days of becoming aware of a decision of the Elections Committee, and no later than 11:59 PM on the day of the AGM, any person nominated for a position on the Board of Directors may submit an appeal of a decision made by the Elections Committee regarding the acceptance of their nomination, the counting of ballots, their eligibility, their candidacy, or non-election, by providing a written statement to the President or Secretary stating their grounds of appeal and providing all evidence and submissions they may have in support. If an appeal affects any other candidate, then that candidate will also be provided an opportunity to state their case and provide evidence. Subject to any conflicts of interest in the position affected by the appeal, all election appeals shall be considered by the members of the Board of Directors that served immediately prior to the polls closing (the "Appeal Committee"). The Appeal Committee may in their discretion cause a recount, new vote, or may make any other decision the Elections Committee could make. The Appeals Committee's decision is final and may not be appealed further.
- 53. Continuance in Office.** If no successor is elected, the person previously elected or appointed may continue to hold office until their successor is found at the next scheduled election, or in the case of an ongoing election appeal, until the Appeal Committee's decision is made. In order to preserve the rotational sequence of elections, a successor may be elected to a two-year or one-year term as required.
- 54. Acclamation.** If only one person accepts their nomination to a position on the Board of Directors, then that person will be declared elected by acclamation. If two or less persons accept their nominations to the Director at Large positions, then they shall be elected by acclamation.
- 55. Term Limit.** No person shall serve in the same position on the Board of Directors for more than two (2) consecutive two-year terms, except as detailed in Section 52 above, and then only until such time as a successor is elected, appointed or confirmed.
- 56. Presidential Eligibility.** No person shall be qualified to be President of the Association unless that person has been a member of the Board of Directors or Executive Directors of the Association for at least two (2) years, but not necessarily the years immediately preceding the election.

57. Employee Eligibility. No employee of the association shall be eligible for holding executive office, nor serve as chair of any committee.

58. Rotational Board. All Board of Director Positions will be elected for two-year terms. The positions of President, Regional Directors representing odd numbered Regions, and one Director At-Large shall expire in odd numbered years, the position of Vice-President, Regional Directors Representing even numbered Regions, and the other Director At-Large shall expire in even numbered years.

59. Board Vacancies.

- a. If the office of President becomes vacant prior to the expiration of the term, then the Vice-President will carry out the duties of the President until their successor is elected. The Elections Committee will make a recommendation to the Board of Directors to either hold a byelection or wait until the next election.
- b. If any of the offices of Vice-President or either of the Directors elected to the Executive Committee become vacant prior to the expiration of their terms, then the Board of Directors may elect any Director to carry out their duties until their successors are elected.. The Elections Committee will also make a recommendation to the Board of Directors to either hold a byelection or wait until the next election.
- c. If the office of a Regional Director becomes vacant prior to the expiration of their term, then their Deputy Regional Representative will carry out their duties until a successor is elected. The Elections Committee will make a recommendation to the Board of Directors to either hold a byelection or wait until the next election.
- d. If the office of a Director-at-Large becomes vacant prior to the expiration of their term, then the Elections Committee will make a recommendation to the Board of Directors to either hold a byelection or wait until the next election.
- e. The Elections Committee will make recommendations to the Board of Directors for the holding of byelections, including dates for nominations, nomination statement deadlines, election dates and appeals. The Board of Directors may in their discretion accept, reject, or vary the Elections Committee recommendations for the holding of by-elections.

I. APPOINTMENT OF EXECUTIVE COMMITTEE

60. An Executive Committee will be formed consisting of the President, Vice-President, and two additional Directors appointed by the Board of Directors. The Executive Committee's powers will be established by the Bord of Directors through policy and resolutions.

61. The Board of Directors will elect the two additional Directors to serve on the Executive Committee from amongst themselves at the first Board of Directors meeting following the election of the Board of Directors.

62. Any Director may nominate any other Director to serve on the Executive Committee. If the number of nominated Directors who accept their nominations is two or less then they shall be acclaimed. If the number of nominated Directors who accept their nominations is three or more than the President will invite the candidates to give nomination speeches and then cause a secret ballot election to occur. The two Directors with the highest amount of votes shall be elected to the Executive Committee.

- 63.** The positions of Secretary and Treasurer, or a sole Secretary/Treasurer and an Executive Committee Member at Large are to be appointed by ordinary resolution by the Board of Directors from the Directors elected to the Executive Committee.

J. DEPUTY REGIONAL REPRESENTATIVES

- 64.** At the AGM, each elected Regional Director shall submit the name of a Deputy Regional Representative to the Secretary for review by the Board of Directors.
- 65.** The Board of Directors shall announce accepted Deputy Regional Representatives by the end of the AGM.
- 66.** Deputy Regional Representatives may attend as a proxy any meeting that their Regional Director is unable to attend.

K. DUTIES OF DIRECTORS AND EXECUTIVE

67. President

The President shall:

- a. attend all general meetings of the Association and the Board of Directors and preside as Chair at the meetings;
- b. subject to the authority of the Board, direct the general management of the Association's affairs and business, and such other duties as may be assigned by the Board of Directors; and
- c. be entitled to attend any meeting of a Committee in order to observe or assign another Executive Committee member to fill that role.

68. Vice-President

The Vice-President Shall:

- a. carry out the duties of the President during his absence or in the event that the office of President is vacated and until a successor is elected by special resolution of the Board of Directors or during an election; and
- b. perform any additional duties assigned by the Board or the Executive.

69. Secretary

The Secretary shall:

- a. ensure that notices of meetings of the Association, Executive and Board are issued;
- b. cause minutes to be made and kept of all general meetings of the Association, the Board of Directors and the Executive Committee;
- c. ensure applications for Membership are received and maintain a current list of the members;
- d. ensure requests from members who wish to make presentations to the Board of Directors are scheduled and that such presentations are included in draft Board of Director meeting agendas;
- e. conduct any correspondence of the association as directed by the board or executive;
- f. have custody of all records and documents of the society, except those required to be kept by the treasurer; and
- g. have custody of the seal of the society.

70. Treasurer

The Treasurer shall:

- a. keep the financial records, including books of account necessary to comply with the Society Act;
- b. render financial statements to the Board of Directors, members and others when

- requested;
- c. render the disbursement of funds of the Association as approved by the Executive;
- d. work with the Executive on preparation of a projected Annual Budget for the Association for the coming year, to be submitted for approval at the AGM; and
- e. present the financial report as well as the budget at the Annual General Meeting.

71. Regional Directors

Regional Directors shall:

- a. in conjunction of entire Board of Directors, be responsible for setting goals and overseeing all business of the Association;
- b. communicate Association information and requests to Members and Locals in their Region;
- c. communicate Local and Membership concerns in their Region to the Board of Directors;
- d. attend or host meetings with Local officials in their Region as circumstances require; and
- e. attend Local meetings in their Region, if financially viable; and nominate a Deputy Regional Representative who will act on their behalf when they are unable to discharge their duties due to absence or incapacity.

72. Director at Large

Directors at Large shall:

- a. in conjunction of entire Board of Directors, be responsible for setting goals and overseeing all business of the Association;
- b. assist with communications between the Association, Locals, and Members with particular emphasis on Locals requiring additional support; and
- c. perform any additional duties assigned by the Board or the Executive.

73. Deputy Regional Representative

Deputy Regional Representatives shall:

- a. attend Board of Director and other meetings on behalf of their Regional Director as a proxy when their Regional Director is unable to do so.

74. Conflicts of Interest

- a. A Director has a conflict of interest if that person has a direct or indirect material interest in:
 - i. a contract or transaction, or a proposed contract or transaction, of the Association, or
 - ii. a matter that is or is to be the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with that director's duty or interest as a director of the society.
- b. A Director who has a conflict of interest must
 - i. disclose fully and promptly to the other directors the nature and extent of the director's interest,

- ii. abstain from voting on a directors' resolution or consenting to a consent resolution of directors in respect of the contract, transaction or matter,
 - iii. leave the directors' meeting, if any,
 - (1) when the contract, transaction or matter is discussed, unless asked by the other directors to be present to provide information, and
 - (2) when the other directors vote on the contract, transaction or matter, and
 - iv. refrain from any action intended to influence the discussion or vote.
- c. All disclosures of conflict of interests must be evidenced in at least one of the following records:
- i. the minutes of a meeting of directors;
 - ii. a consent resolution of directors;
 - iii. a record addressed to the directors that is delivered to the delivery address, or mailed by registered mail to the mailing address, of the registered office of the society.
- d. If all of the directors of a society have disclosed under subsection (b) (i) a direct or indirect material interest, described in subsection (a), in a contract, transaction or matter, any or all of the directors may, despite subsection (b) (ii-iv), discuss and vote on a directors' resolution or consent to a consent resolution of directors in respect of the contract, transaction or matter. For example, if the Directors are discussing a resolution to compensate each of the Directors for hotel accommodation during a convention, then all of the Directors may discuss and vote on the resolution as if there was no conflict of interest.
- e. This Section does not apply to a director in respect of a contract, transaction or matter that relates to any of the following:
- i. payment to the director by the society of remuneration for being a director,
 - ii. indemnification of or payment to the Director in response to a legal matter related to the Association as allowed under the *Societies Act*. Or,
 - iii. the purchase or maintenance of Directors' and Officers' liability insurance.
- f. In the event that the Board of Directors are considering a matter related to Trapper Education Instructors causing one or more Trapper Education Instructors to declare a conflict of interest, then the Directors who are not in a conflict of interest shall constitute quorum for the purpose considering the matter.

L. FUNCTIONS AND DUTIES OF GENERAL COMMITTEES:

- 75.** From time to time the Board of Directors may appoint persons to serve on committees. These committees will have the charge of addressing specific areas of concern to the Association and making recommendations to the Executive.
- 76.** The Chair of each committee will be appointed by the President with approval of the Executive or as directed by the Executive.
- 77.** Selection of committee membership shall consider the objectives of the specific committee, expertise and commitment of the selected persons.
- 78.** Each member of a committee will have one vote when determining committee decisions.
- 79.** The committee chair shall coordinate the activities of the committee and act as spokesperson.
- 80.** The number of meetings called shall be at the discretion of the committee chair.
- 81.** Expenses incurred by committees must be pre-approved by the Executive.
- 82.** Recommendations of the committee, once approved by a majority of that committee, must be presented to the Executive.
- 83.** The minutes of the meetings of the committees shall be the responsibility of the Committee Chair. Those minutes shall be forwarded to the Secretary for the records.

M. LOCALS OF THE ASSOCIATION

- 84.** The Board of Directors may by special resolution recognize a group of trappers organized on a geographic basis as a Local of the Association, subject to the following conditions:
 - a. The Local must conduct a meeting of its members at least once per year and conduct an election for its executive prior to the Association's AGM each calendar year. Local executive elections must at least include the positions of President, Vice-President, Secretary and Treasurer. Locals may combine the positions of Secretary and Treasurer into a single Secretary/Treasurer position. Only local members may vote in local elections.
 - b. The Local's executive must agree to uphold the Association's constitution and comply with these bylaws. The Association will make a model set of bylaws and rules for use and adoption by the Locals. However, a Local may customize its own bylaws and rules and criteria for approving and maintaining memberships and conducting meetings so long as they do not contradict the bylaws and Constitution of the Association.
 - c. All voting members of a Local and its executive must be members of the Association in good standing.
 - d. The Local's executive must provide the Association's Executive Committee with financial reports and their Local's full membership list when requested by the Association's Executive Committee.
 - e. The Local's executive must communicate with their Regional Director and inform their Regional Director of matters they would like to be considered by the Association's Board of

Directors.

85. The Board of Directors may suspend or cease to recognize a group of trappers as a Local at any time by Special Resolution or by ordinary resolution if the Local does not comply with the conditions listed at Section 68 following 30 days' notice provided by the Executive Committee of the Local's alleged breach.
86. Locals may either be:
 - a. Incorporated under the *Societies Act* and affiliated with the Association, with their own bank accounts. Or,
 - b. Unincorporated and existing under the Association with either:
 - i. a bank account established by the Association's Board of Directors; or
 - ii. their own bank account as a local unincorporated group.
87. No Member or Local can commit the Association to any legal, contractual or operational matter without the express written consent of the Association's Executive Committee.
88. The Association's Board of Directors will invite the Local Presidents to attend and speak at a joint leadership meeting at least twice per calendar year.
89. Recognized Locals, whether incorporated or not, are deemed to be Locals of the Association, and are not eligible for individual, corporate or society membership.

N. TRAPPER EDUCATION COMMITTEE

90. The Trapper Education Committee shall be a Standing Committee composed of six (6) Members of the Association selected as follows:
 - a. Two (2) Trapper Ed Committee members shall be appointed by the current Executive Committee. The Executive Committee may change its appointees at any time.
 - b. Four (4) Trapper Education Instructors shall be elected by the Trapper Education Instructors to serve 2-year terms. Elections shall occur at the AGM on a rotational basis with 2 elected each year. If an elected position on the Trapper Education Committee becomes vacant prior to the expiration of the term, a new member shall be elected through a by-election of the Trapper Education Instructors to complete the remainder of such term.
 - c. The Chair of the Trapper Education Committee shall be selected by the Trapper Education Instructors for a one-year term at each AGM with the approval of the Executive
91. The Trapper Education Committee shall be under the general control of the Executive. The Trapper Education Committee shall report yearly on their activities and recommendations to the Membership at the Annual General Meeting of the Association.
92. Funds received from or for the trapper education program shall be kept in the Associations' account, and dispersed as approved by the Executive.
93. The BC Trappers Association retains the right to remove any Trapper Education Instructor for just

cause as a result of actions detrimental to the interests of the Association or its purposes as set out in the Constitution.

O. BORROWING

- 94.** In carrying out the purpose of the Association, the Executive may authorize the Association borrow money upon credit of the Association in such amounts and upon such terms as approved by a special resolution of the Board of Directors.
- 95.** Subject to the Society Act and approval of the membership, the Executive Members may authorize the Association to issue, sell or pledge securities (including bonds, debentures, debenture stock or other like liabilities) of the Association in such amounts and upon such terms approved by a special resolution of the Board of Directors.
- 96.** The Executive Members may authorize the Association to charge, mortgage, hypothecate or pledge in such amounts and upon such terms as the Board of Directors may deem expedient, all or any of the real or personal property of the Association (both present and future assets), including book debts and unpaid calls, rights, powers, franchises and undertakings, to secure any such securities or any money borrowed, or other debt, or any other obligation or liability of the Association, if approved by a special resolution of the Board of Directors.
- 97.** The members may, by Special Resolution, restrict the authority to borrow by the Board of Directors, but any such restriction imposed expires at the Annual General Meeting and would be eligible for renewal if required, upon approval by the members.

P. MISCELLANEOUS

- 98. Indemnification.** Subject to the Society Act, the Association shall indemnify and hold harmless each of its Directors, officers and members of committees from and against any and all liability or alleged liability arising out of their acts or failure to act in any such capacity, provided that that person is acting in a fiduciary manner, honestly, in good faith, with loyalty to the objectives of the Association, with no conflict of interest, and dealing within his official responsibility.
- 99. Audits.** A resolution at a Board of Directors or general meeting such as the AGM may require an auditing of accounts to be performed by two (2) Members of the Board, or a chartered accountant approved by the Board of Directors. Such audits will be reported at the next scheduled Annual General Meeting or as required by the resolution.

100. Access to Records.

- a. The Association will keep the minutes of meetings, and all other records required by the Bylaws, the *Societies Act*, or applicable law. These will be kept at the Association's registered office.
- b. Any member may, without charge, inspect the Association's:
- i. register of members at the Association's registered records office;
 - ii. minutes of members' meetings and copies of all ordinary and special resolutions;
 - iii. minutes of directors' meetings and copies of all consent resolutions of directors;
 - iv. any disclosures by directors or senior managers of a conflict of interest; and

- v. accounting records.
 - c. At their discretion and pursuant to the *Societies Act* the Board of Directors may restrict access to records.
 - d. Any member of the public may ask for and receive a copy of the Association's financial statements and auditor's report subject to reasonable administrative and postage fees.
- 101. Amendment.** Alterations or revisions of any existing By-laws will be done by special resolution at a Members Meeting or Annual General Meeting by a 75%+ majority vote.
- 102. Signing Authority.** Any two (2) of the following three Officers:- President, a Vice-President, or Treasurer, shall be authorized to sign, on behalf of the Association, all written contracts and obligations approved by the executive, or shall give the Power of Attorney, as the Board of Directors may determine, for signing such documents.
- 103. Expenses.** All Executive and Board positions shall be strictly honorary.
- a. Members of the Executive traveling to attend Association meetings shall be compensated for their costs, upon proof of purchase, equivalent to the lowest cost method of travel available.
 - b. Necessary accommodation and meals will be paid, upon proof of purchase, up to the amount set in policy by the Board of Directors from time to time.
 - c. Members of the Executive and Committee Chairs, as delegated to attend meetings on behalf of the Association, shall have all reasonable expenses reimbursed upon receipt of proof of purchase, up to the amount set in policy by the Board of Directors from time to time.
- 104. Staff.** Staff may be hired, paid and directed as the Executive may decide, subject to the approval of the Board of Directors.
- 105. Roberts Rules of Order.** The fundamental principles of Canadian Parliamentary Rules of Procedure as set out in Robert's Rules of Order shall govern the proceedings of the Association, its Executive, and Committees as far as they may be applicable without coming into conflict with the Constitution and Bylaws.
- 106. Formerly Unalterable Constitutional Provisions.** The following provisions remain in force and effect:
- a. Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges, and expenses which are properly incurred in the winding up shall be distributed to an organization having aims similar to the BC Trappers Association.
 - b. The aims of the Society shall be carried out without purpose of gain for its members and any profit or other accretion to the Society shall be used for furthering its aims.