

SOCIETIES ACT (BRITISH COLUMBIA)

Bylaws

Of

THE SOLID WASTE ASSOCIATION OF NORTH AMERICA

PACIFIC CHAPTER – BC AND YUKON

PART 1 INTERPRETATION

- 1.1 In these bylaws, unless the context otherwise requires:
- (a) “SWANA” means the Solid Waste Association of North America, Inc. with which the Society is affiliated;
 - (b) “directors” means the directors of the Society for the time being;
 - (c) “registered address” of a member means the member’s address as recorded in the files of the SWANA Membership Department;
 - (d) “Society” means the Solid Waste Association of North America – Pacific Chapter – BC and Yukon;
 - (e) “Societies Act” means the *Societies Act* (British Columbia) from time to time in force and all amendments to it.
- 1.2 The definitions in the Societies Act on the date these bylaws become effective apply to these bylaws.
- 1.3 Words importing the singular include the plural and vice versa and words importing the male person include a female person and a corporation.

PART 2 MEMBERSHIP

- 2.1 The activities of the Society shall be carried on without purpose of gain for its members and any income, profits or other accretions of the Society shall be used in promoting its objectives.
- 2.2 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 2.3 The term of membership shall be one year from the date a member has paid any membership fees or dues and is registered as a member in the membership registry of the Society. All memberships shall automatically terminate at the end of the term.

2.4 The board of directors has discretion to accept or reject an application for membership in the Society, provided that before membership is accepted, the applicant must pay to the Society the membership dues, if any. In addition to membership dues in the Society, if any, each member of the Society shall pay the annual fee, as established from time to time by SWANA, directly to the SWANA Offices.

2.5 The members of the Society at any time are those members shown on the membership registry of the Society for the time being.

2.6 Each member of SWANA in good standing who resides in British Columbia or Yukon, or who has elected and been accepted by the Society as an affiliate, is a members of the Society. The classes of members are:

- (a) Public Sector Members. Public Sector Member means any individual:
 - (i) Who is employed by a public agency or a non-profit or tax-exempt organization responsible for:
 - (A) education in solid waste management or a related field; or
 - (B) planning, developing, implementing, regulating or operating solid waste management systems; and
 - (ii) Whose interests coincide with the objectives of the Society;
- (b) Private Sector Members. Private Sector Member means:
 - (i) A self-employed individual working in solid waste management or a related field; or
 - (ii) An employee of a for-profit organization that furnishes goods or services for the planning, development, implementation or operation of solid waste management systems; and
 - (iii) Whose interests coincide with the objectives of the Society;
- (c) Student Members. Student Member means a full-time student who is enrolled in courses pertinent to, and who has interest in, the objectives of the Society. A student Member may attend meetings, seminars and equipment shows of the Society. Student Members may be exempt from membership dues and registration fees, and may be subject to the cost of meals and other related expenses at Society events. Student Members shall not have the right to vote or hold office in the Society.
- (d) Life Members. Life Member means a person to whom the board of directors of SWANA has granted life membership. Criteria for Life Membership is established by the SWANA Association Policy Manual.
- (e) Retired Members. Retired Member means any individual of the Society who has retired from full-time employment in the field of solid waste management.

2.7 Unless otherwise stated herein, all classes of members shall have all rights and privileges of membership in the Society, including the right to vote and hold office.

2.8 Membership fees are payable in accordance with the fee payment schedule established by SWANA for each class of members from time to time. In addition, the Society may assess additional or special dues. The timing and manner of invoicing, paying, disbursing and rebating dues or fees shall be governed by SWANA.

2.9 To remain in good standing, every member shall uphold the constitution of the Society and comply with these bylaws and pay when due the membership fees and dues, if any, for the current year.

2.10 A person ceases to be a member of the Society:

- (a) By mailing or delivering his resignation in writing to SWANA and the Society Secretary; provided, however, such resignation shall not relieve that member of any outstanding obligations he may have to the Society or SWANA incurred prior to resignation;
- (b) Upon his death; or
- (c) Upon ceasing to be a member in good standing of SWANA.

The status of membership, including the suspension or termination thereof for nonpayment of dues, shall be governed by SWANA.

PART 3 MEETINGS OF MEMBERS

3.1 General meetings of the Society shall be held at the time and place, in accordance with the Societies Act, as the directors may decide.

3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.3 The directors may, when they think fit, convene an extraordinary general meeting.

3.4 Upon the written request of members having not less than ten percent (10%) of the votes entitled to be cast at the meeting, which request shall specify a day and time for such meeting not less than two months nor more than three months from the date of such request, the secretary shall call a special member's meeting for the purposes specified in such a request and cause notice thereof to be given as hereinafter provided.

3.5 Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business, as follows:

- (a) Notice of the general meeting shall be given to the membership no more than 60 days and not less than 2 weeks before the date of such meeting.
- (b) Notice shall be given by mail, fax or email to each member entitled to vote, at his or her address as it appears in the records of the Society.

- (c) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at the meeting.

3.6 Meetings of the Society shall be held at such time and place as is determined by the board of directors, but in no event less frequently than once each year.

3.7 The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter a general meeting shall be held at least once in every calendar year and not more than 15 months after the last preceding annual meeting.

PART 4 PROCEEDINGS AT GENERAL MEETINGS

4.1 Special business is:

- (a) all business at an extraordinary general meeting except the adopting of rules of order; and
- (b) all business transacted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required, and
 - (vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or which is brought under consideration by the report of the directors issued with the notice convening the meeting.

- 4.2 (a) No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (b) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (c) A quorum is three (3) members or a greater number that the members may determine at a general meeting.

4.3 If, within thirty (30) minutes from the time appointed for a general meeting, a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present shall constitute a quorum.

4.4 Subject to the bylaw 4.5, the president of the Society, the vice-president, or in the absence of both, one of the other directors' present shall preside as chair of a general meeting.

4.5 If at a general meeting:

- (a) there is no president, vice president, or other director present within 15 minutes after the time appointed for the meeting, or
- (b) the president and all the other directors present are unwilling to act as chair, the members present shall choose one of their number to act as chair.

4.6 (a) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(c) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at a general meeting.

4.7 (a) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.

(b) In case of an equality of votes, the chair shall not have a casting or a second vote in addition to the vote to which he may be entitled as a member, and the proposed resolution shall not pass.

4.8 A member in good standing who is entitled to vote at that meeting is entitled to one vote and voting shall be:

- (a) by show of hands; or
- (b) subject to the Societies Act, by a proxy evidenced in writing by the member and being in the form recognized by the board of directors, setting out that:
 - (i) the member is a member in good standing of the Society;
 - (ii) the name of the member's true and lawful proxy;
 - (iii) the date of the meeting in which the proxy vote is to be exercised; and
 - (iv) the conditions and limitations, if any, under which the proxy is to act for the member.

PART 5 DIRECTORS

5.1 The board of directors shall, without remuneration, manage the activities, property and the affairs of the Society. The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless to:

- (a) all laws affecting the Society;
- (b) these bylaws; and
- (c) rules not being inconsistent with these bylaws, which are made from time to time by the Society in general meetings.

No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

5.2 The number of elected directors shall not be less than three (3) or a greater number determined from time to time at a general meeting. The elected directors, together with the president, vice president, past-president, secretary, treasurer and all other officers of the Society, shall constitute the board of directors, whose total number shall be fixed by the board of directors by resolution annually.

5.3 All directors shall be members in good standing.

5.4 All directors, except for those appointed by virtue of being officers, shall be elected by vote of the members entitled to vote at such meeting at the annual general meeting.

5.5 A director may be re-elected to the position.

- 5.6
- (a) The directors must retire from office at each annual general meeting when their successors are elected.
 - (b) Separate elections must be held for each office to be filled.
 - (c) An election may be by acclamation, otherwise it must be by ballot.
 - (d) If a successor is not elected, the person previously elected or appointed continues to hold office.

- 5.7
- (a) The directors may at any time and from time to time appoint a member as a director to fill a vacancy on the board.
 - (b) A director so appointed holds office only until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at the meeting.

5.8 If a director resigns his office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.

5.9 By a vote of two-thirds of the directors, the board may declare a vacancy on the board or in any office by reason of:

- (a) two or more consecutive unjustified absences from board or Society meetings;
- (b) conviction of a criminal offence;
- (c) conduct manifestly unethical or contrary to the best interests of the Society.

Vacancies on the board and any newly created directorship shall be filled by the affirmative vote of a majority vote of the remaining directors. A director who is elected to fill a vacancy shall serve for the unexpired term of his or her predecessor.

5.10 A director may be removed, with or without cause, by vote of the membership.

5.11 No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

5.12 The Board shall designate one of its members to serve as Advisory Board Delegate to the SWANA Advisory Board. The purpose of this position is to provide mechanisms for the expression to SWANA of the Society's views and opinions and for the explanation to Society members of SWANA's policies, actions and plans. The Delegate shall serve such term of office, shall have such rights, and shall fulfill such responsibilities as set forth in the SWANA Policy Manual.

5.13 Part of the Society's support for SWANA governance is expressed in a Memorandum of Understanding (MOU) between the two chapters in SWANA's Region 12 – the Pacific Chapter – BC and Yukon and the Northern Lights Chapter. The Society's Officers and Directors are authorized and directed to assure the fulfillment of the MOU terms and conditions, and they may be amended from time to time.

5.14 (a) An Executive Committee of at least three (3) members may be established and its members designated by the president, subject to confirmation by the board.

(b) The board of directors may establish and appoint such other committees as it deems necessary for conducting the business and affairs of the Society by resolution. All such committee appointments shall terminate at the end of the fiscal year, unless otherwise specified by the Board.

PART 6 PROCEEDINGS OF THE DIRECTORS

6.1 (a) The directors may meet together at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(b) The directors may from time to time set the quorum necessary to conduct business, and unless so set, the quorum shall be a majority of the directors then in office.

(c) The president shall be chair of all meetings of the directors, but if at a meeting, the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chair; but if neither is present the directors present may choose one of their number to be chair at that meeting.

(d) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.

6.2 (a) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors, as they think fit.

- (b) A committee so formed, in the exercise of their powers so delegated, shall conform to any rules imposed on it by the board, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

6.3 A committee shall elect a chair of its meetings; but if no chair is elected, or if at a meeting, the chair is not present within 30 minutes after the time appointed for holding the meeting, the committee shall choose one of their number to act as chair of the meeting.

6.4 The members of a committee may meet and adjourn, as they think proper.

6.5 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director for the meeting to be constituted, if a quorum of directors is present.

6.6 A director who may be absent temporarily from British Columbia or Yukon may send or deliver to the address of the Society a waiver of notice, which may be by letter, cable, fax or email of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

- (a) no notice of meeting of directors shall be sent to that director; and
- (b) any and all meetings of the directors of the Society, notice of which has not been given to that director, shall if a quorum of the directors is present, be valid and effective.

6.7 (a) Questions arising at a meeting of the directors shall be decided by a majority of votes.

- (b) In case of an equality of votes, the chair shall not have a second casting vote.

- (c) No resolution proposed at a meeting of directors need be seconded and the chair of a meeting may move or propose a resolution.

- (d) A resolution in writing or electronic equivalent, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

PART 7 DUTIES OF OFFICERS

7.1 The officers shall consist of a president, a vice-president, a past-president, a secretary, and a treasurer, appointed by the board of directors. Any 2 or more offices may be held by the same person, except no person may serve simultaneously as president and vice president or as president and secretary. All Society officers shall be members in good standing.

7.2 (a) The president presides at all meetings of the Society and of the directors.

- (b) The president is the chief executive officer of the Society and must supervise the other officers in the execution of their duties.

7.3 The vice president must carry out the duties of the president during the president's absence.

7.4 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 and directors;
- (d) have custody of all records and documents of the Society except those required to be kept by the treasurer;
- (e) have custody of the common seal of the Society;
- (f) maintain the register of members.

7.5 8.5 The treasurer must:

- (a) keep the financial records, including books of account, necessary to comply with the Societies Act, and
- (b) render financial statements to the directors, members and others when required.

- 7.6 (a) The offices of secretary and treasurer may be held by one person, who is to be known as the secretary-treasurer.
- (b) When a secretary treasurer holds office, the total number of directors shall not be less than three or a greater number than may have been determined pursuant to these bylaws.

7.7 In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

7.8 If any office becomes vacant, the board may appoint any qualified person to fill such vacancy. An appointee shall hold office for the remaining portion of the term of office and until a successor shall have been duly elected and shall have qualified.

7.9 An officer may be removed, with or without cause, only by vote of the members, but his authority to act as an officer may be suspended by the board for cause.

PART 8 MISCELLANEOUS

8.1 The Society's fiscal year shall be October 1 through September 30.

8.2 The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

8.3 The common seal shall be affixed only when authorized by resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and secretary-treasurer.

PART 9 BORROWING

9.1 In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

9.2 No debenture shall be issued without the sanction of a resolution.

9.3 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

PART 10 AUDITOR

10.1 This Part applies only where the Society is required or has resolved to have an auditor.

10.2 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of the auditor.

10.3 At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

10.4 An auditor may be removed by ordinary resolution.

10.5 An auditor shall be promptly informed in writing of appointment or removal.

10.6 No director and no employee of the Society shall be auditor.

10.7 The auditor may attend general meetings.

PART 11 NOTICES TO MEMBERS

11.1 A notice may be given to a member by mail, fax or email to him at his registered address.

11.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

11.3 (a) Notice of a general meeting shall be given to:

- (i) every member shown on the register of members on the day notice is given; and
- (ii) the auditor, if Part 12 applies.

(b) No other person is entitled to receive a notice of general meeting.

PART 12 BYLAWS

12.1 On being admitted to membership, each member is entitled to, and the Society shall give him without charge a copy of the constitution and bylaws of the Society. The Society may post a copy of the constitution and bylaws on its website in order to comply with this provision.

12.2 These bylaws shall not be altered or added to except by special resolution.

PART 13 INDEMNIFICATION

13.1 The Society shall, subject to the Societies Act, indemnify and hold harmless any person who shall be a director or an officer of the Society from and against any and all actions, claims, and demands, including reasonable attorney's fees and expenses defending the same, that might arise or be asserted against such person in connection with Society business. However, such officer or director shall not be relieved from liability to the Society imposed by law, including liability for fraud, bad faith or wilful neglect.

13.2 Any indemnification shall be made by the Society only as authorized in each specific case by the Board upon a determination that indemnification is proper. Requests for indemnification shall be made in writing to the board within 30 days after the earlier of the following:

- (a) commencement of any action, suit or proceeding; or
- (b) circumstances providing good reason to anticipate commencement of action, suit or proceeding.

PART 14 DISSOLUTION

14.1 The Society shall, upon the winding up and dissolution, provide for the payment, transfer and delivery of all assets remaining, after all debts have been paid or provision for payment has been made, to a charitable organization or to trustees on trust for a charitable purpose such as the advancement of education or to a scholarship fund whereby the funds are used to encourage students studying in disciplines related to solid waste management.

PART 15 AMENDMENTS

15.1 These bylaws or any part thereof may be amended or repealed at any meeting where directors are elected or at an extraordinary general meeting upon the affirmative vote of a 2/3 majority of the members.

PART 16 CONFORMITY

16.1 Society operations and activities shall conform with provincial and federal law, the constitution of the Society and these bylaws, the SWANA bylaws, the SWANA Policy Manual, and the Region 12 MOU, as may be amended from time to time.