

CONSTITUTION FOR THE NECHAKO VALLEY REGIONAL CATTLEMEN'S ASSOCIATION

1. The name of the Society shall be Nechako Valley Regional Cattlemen's Association.
2. The purposes of this Society are:
 - a) To promote, encourage, develop and protect the livestock industry in the Nechako Valley Region of the Province of British Columbia.
 - b) To represent the producers of livestock in the said Region in all matters in which they are generally interested.
 - c) To co-operate with associations, societies and organizations having purposes in whole or in part similar to those the Association.
 - d) To co-operate with Federal and Provincial Governments to secure the enactment of necessary legislation and the enforcement thereof, and the improvement of transportation and market conditions in connection with the industry.
 - e) If considered desirable, to operate a marketing organization and to hold auction sales of livestock, as, when where may be deemed necessary in the interests of the members of the Association.
3. This society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.

Bylaws of Nechako Valley Regional Cattlemen's Association (the "Society")

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

"**Act**" means the *Societies Act* of British Columbia as amended from time to time;

"**Board**" means the directors of the Society;

"**Bylaws**" means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

Application for membership

2.1 Any local livestock or cattlemen's association, duly incorporated under the Societies Act and being situated within the Region shall be eligible for membership.

(a) All voting members of a local livestock or cattlemen's association in good standing will be deemed members of this Society once the local's dues are paid in full.

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.3 Each local association will pay an annual fee to the Society.

(a) the amount will be determined annually by a 2/3 vote of the Directors.

(b) the membership fee will be due and payable by the first day of May of the current year.

Member not in good standing

2.4 A local is not in good standing if the local fails to pay the annual membership by the due date and the local is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

- 2.5** A voting member who is not in good standing
- (a) may not vote at a general meeting, and
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

- 2.6** Membership in the Society is terminated if the local is not in good standing for 3 consecutive months.

Expulsion of members

- 2.7** The Society may expel from membership, upon a two-thirds majority vote of the members of the Society present at a special meeting called to consider the charge of any member against whom a charge has been proved of conduct detrimental to the Society. The charge will be in writing signed by at least two members in good standing, and the member against whom the charge has been made will be given at least two weeks notice in writing of the time and place the matter will be considered by the Society.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

- 3.1** A general meeting must be held at the time and place the Board determines.
- (a) The Annual General Meeting of this Society will be held before May 1st in each year and the Secretary will, within 30 days thereafter, file with the Registrar of Companies an annual report in accordance with the Act.
 - (b) General meetings may be called by the president at any time and will be called by him at the request of the majority of the Board of Directors or at the request in writing of two local associations or by vote of 10% of the voting members of the locals.

Ordinary business at general meeting

- 3.2** At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
 - (b) consideration of any financial statements of the Society presented to the meeting;
 - (c) consideration of the reports, if any, of the directors or auditor;
 - (d) election or appointment of directors;
 - (e) appointment of an auditor, if any;
 - (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Notice of Meetings:

3.4 Notice of general meetings or special meetings of the Society must be given to all voting members through their local livestock or cattlemen's associations at least 15 days before the meeting and is to include date, time and location of the meeting as well as any special resolutions to be considered at the meeting.

- (a) Notice of meetings may be communicated by electronic means to members who have provided email addresses; for members who have not provided an e-mail address, notice will be given by telephone and/or Canada Post.
- (b) The accidental omission to give notice of a general meeting to a member, or the non-receipt of a notice by a member, does not invalidate proceedings at the meeting.

Chair of general meeting

3.5 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.6 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.7 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.8 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

3.9 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.10 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.11 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.12 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.13 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,

- (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
- (iii) appoint two members to be auditors
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

3.14 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.15 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.16 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.17 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Special Resolutions

3.18 Special resolutions require passage by 2/3 majority of voting members present at the meeting.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Board of Directors shall consist of representatives from member Local Associations based on the number of members in good standing of each local and the number of cattle represented by each member Association according to the following formula:

Number of Member Units + Number of Cattle Units= Number of Directors

30 members=1 unit	3000 cattle= 1 unit
15 member= ½ unit	1500 cattle=1/2 unit
plus or minus variance of 5	plus or minus variance of 300

The number of directors of the Society must be at least 3.

Election or appointment of directors

4.2 These directors plus an alternate will be elected by each member association at that association's annual general meeting. The member associations will then provide the Society with the names of their representative directors.

Directors may fill casual vacancy on Board

4.3 The Board may, at any time, appoint an alternate member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.4 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any 2 other directors or at the request of two or more member associations.

Notice of directors' meeting

5.2 At least 1 week's notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

(a) Special Directors' meetings may be called by order of the Board or the President on 24 hours' notice delivered by telephone or e-mail to each director of the Society.

(b) Notice of meetings will be communicated by electronic means to members who have provided email addresses.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions within thirty days of the Annual General Meeting and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

- a) is an ex-officio member of all Committees.
- b) presides at all meetings of the Society and of the Board.
- c) submits an annual report in writing of the business and affairs of the Society to the Annual General Meeting.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is absent or unable to act.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) recording all votes and minutes of general meetings and directors' meetings and keeping the records of the Society in accordance with the Act including but not limited to:
 - i) a copy of the Constitution and By-laws of the Society
 - ii) The names of all Associations which are or have been members of the Society and their post office addresses.
 - iii) The name and addresses of all persons who are or have been Directors of the Association with the dates at which each became or ceased to be Directors;
- (c) conducting the correspondence in the name of the Society;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and depositing monies, to the account of the Society, collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions and reporting these to the Directors at general meetings;
- (c) preparing the Society's financial statements and presenting a yearly report thereof to the members at the annual general meeting.
- (d) making the Society's filings respecting taxes.

Disbursements by the treasurer

6.8 The Treasurer will disburse the funds of the Society as required in the regular course of its work or as they may be ordered or approved by the Board or a general meeting.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Reimbursement of expenses

7.2 Directors' expenses will be reimbursed for reasonable out-of-pocket expenses incurred while doing approved business on behalf of the Society.

Signing authority

7.3 A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with two other directors,
- (b) if the president is unable to provide a signature, by the vice-president together with two other directors,
- (c) if the president and vice-president are both unable to provide signatures, by any three other directors, or
- (d) in any case, by two or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 – COMMITTEES

Conduct of Committee Meetings

- 8.1** All Committees will function in accordance with the Bylaws of the Society, the BC Society Act and with specifics noted below:
- (a) The quorum for each committee will be a majority of the members.
 - (b) Committee decisions will be reached by consensus or by simple majority as determined by the Committee; in the case of an equality of votes, the chairperson will have the deciding vote.
 - (c) Meetings can be held in person, by teleconference or through other electronic meeting methods.
 - (d) If the Chair is not able to attend the meeting, the Committee shall appointment a Chair for the meeting from amongst the members present.
 - (e) Minutes will be kept of proceedings and reports of these will be made to the Board of Directors from time to time with a full report at the Annual General Meeting.
 - (f) The Committee Chair of each Standing Committee will report to the Board of Directors and present a report to the Annual General Meeting.
 - (g) Correspondence and/or contracts from Committees must be approved by the Board of Directors.

Standing Committees

- 8.2** The Standing Committees of the Society are:
- (a) NVRCA Shavings Committee
 - i) The Shavings Committee will negotiate contracts for the procurement of shavings, co-ordinate the delivery of and administer all items related to shavings for the benefit of members of the Society.
 - ii) This committee will consist of up to six voting members of the Society with representation, to the extent possible, from each of the locals.
 - iii) Members will be appointed for two year terms with one half appointed in even numbered years and the other half in the odd numbered years.
 - (b) Land Stewardship Committee
 - i) The Land Stewardship Committee will deal with issues in the Vanderhoof Forest District relating to land use and the protection of agricultural land from other uses.
 - ii) This committee will consist of up to five voting members of the Society.
 - iii) Members of the committee will be appointed for a two year term, with representation, to the extent possible, from each of the locals.

(c) Public Relations Committee

i) The Public Relations Committee is responsible for the promotion of Nechako Valley Regional Cattlemen's Association and the local beef industry in the region. This committee also works to provide educational opportunities for members of the Society.

ii) This committee will consist of up to 5 voting members.

iii) Members of this committee will be appointed for two years from among the directors of the Board or members in good standing of the local associations with representation, to the extent possible, from each of the locals.

(d) Environmental Stewardship Committee

i) The Environmental Stewardship Committee addresses issues relating to the environment and the management of water, wildlife, and forage resources including associated legislation and regulations.

ii) The Environmental Stewardship Committee will also act as a resource to help educate, foster, and promote good environmental stewardship practices among members of the Nechako Valley Regional Cattlemen's Association

iii) This committee will consist of up to eight voting members of the Society with representation, to the extent possible, from each of the locals.

Ad Hoc Committees

8.3 Where conditions warrant, the general meeting or Board of Directors may establish Ad-hoc Committees to deal with specific areas of concern to the Society.

(a) A chairperson and committee members will be appointed.

(b) An ad hoc committee shall report to the appropriate general meeting and make recommendations for the members' consideration.

PART 9 – BORROWING AND ASSESSMENTS

9.1 The Board of Directors will not borrow monies in the name of the Society without the consent of a general meeting.

PART 10 – AUDITORS

10.1 At the Annual General Meeting, the members shall appoint two members to audit the accounts and annual financial statements of the Society for report to the members at the next annual meeting. The auditors shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. No remuneration shall be paid.

PART 11 – CHANGE OF BYLAWS

- 11.1** These bylaws may be altered or added to only by a special resolution of the Society and passed by a two third majority of such members entitled to vote as are present. Every amendment will be filed with the Registrar of Companies.

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