

T.K. Sparks
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Meant 2B Loved Pet Rescue Society

Constitution & Bylaws

CERTIFICATE OF OFFICER

I, Ruth Billmann, president of Meant 2B Loved Pet Rescue Society (M2BL) hereby CERTIFY AND ATTEST for and on behalf of M2BL, without personal liability, that the attached document is a true and complete copy of the Constitution and Bylaws of M2BL, as amended and restated.

I CERTIFY further that this Constitution and Bylaws came into effect on _____ by way of duly approved resolutions approved by the voting members in accordance with the Bylaws then in effect.

DATED this _____ day of _____, 2024

Ruth Billmann
President
Meant 2B Loved Pet Rescue Society

Tracy Wisemiller
Treasurer
Meant 2B Loved Pet Rescue Society

Darryl Dux
Recording Secretary
Meant 2B Loved Pet Rescue

SOCIETY ACT

CONSTITUTION

1. The name of the society is Meant 2B Loved Pet Rescue Society.
2. The purposes of the Society are:
 - a) To respond to and assist animals in need in the East Kootenay region.
 - b) To conduct TNR (Trap, Neuter, Release) campaigns to help control the feral cat population.
 - c) To educate our communities on animal welfare, responsible pet ownership, the benefits of spay, neuter, and vaccinations.
3. The operations of the Society are to be carried on chiefly in the Province of British Columbia.
4. The Society is run by a working board of directors consisting of, at minimum, the president, treasurer, and recording secretary. Board positions will be appointed by the current board at the annual general meeting.
5. In the event of the winding up and dissolution of the Society any assets remaining after payment of all debts and obligations shall be distributed to a recognized, registered charitable organization in the Province of British Columbia with similar objects, failing which then to a suitable level of local government. This clause is unalterable.

BYLAWS of Meant 2B Loved Pet Rescue Society (the “Society”)

Part 1 - Definitions and Interpretation

Definitions:

1.1 In these Bylaws:

- i. **“Act”** means the Societies Act of British Columbia as amended from time to time;
- ii. **“Board”** means the directors of the Society;
- iii. **“Board Resolution”** means
 - A. A resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors who, being entitled to do so, vote in person at a duly constituted meeting of the Board or by Electronic Means in accordance with these Bylaws; or
 - B. A resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board;
- iv. **“Bylaws”** means these Bylaw as amended from time to time.
- v. **“Directors”** means the Directors of the Society for the time being, elected or appointed pursuant to these Bylaws;
- vi. **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility that:
 - A. In relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - B. In relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- vii. **“Member”** means a Member of the Society in accordance with these Bylaws and includes both voting and non-voting Members;

- viii. **“Ordinary resolution”** means:
 - A. a resolution passed at a meeting by a simple majority of the votes cast in person by those Members entitled to vote,
 - B. in the case of a resolution voted on by Electronic Means in accordance with these Bylaws, a resolution passed by a simple majority of the votes cast in respect of that resolution by the Members entitled to vote;
- ix. **“majority”** or **“simple majority”** means the nearest whole number greater than 50%;
- x. **“Special Resolution”** means a resolution of which not less than 21 days’ notice specifying the intention to propose the Special Resolution has been provided to all voting Members, and which is passed by not less than two-thirds (2/3) of the votes of those voting Members who, being entitled to do so, vote in person, or by Electronic Means in accordance with these Bylaws;

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.

Number and Gender

1.4 In these Bylaws:

- (a) a word defined in the plural form includes the singular and vice-versa; and
- (b) the gender-neutral pronouns “they”, “them” and “their” are used throughout these Bylaws to refer inclusively to all genders and gender-identities.

Headings

1.5 The headings used in these Bylaws are for convenience of reference only.

Part 2 – Members

Generally

2.1 The members of the Society are those persons who are members of the Society when these Bylaws become effective and those persons who become members of the Society in accordance with these Bylaws, and who, in either case, have not ceased to be members.

Classes of membership

2.2 There are two classes of membership: voting members and non-voting members.

An individual is eligible and may be accepted as a voting member if they are:

- (a) 19 years of age or older;
- (b) ordinarily resident in the Province of British Columbia;
- (c) agree to abide by the Society’s Code of Ethics, as approved by the Board;
- (d) not an employee, or an immediate family member of an employee of the Society; and
- (e) meet such additional criteria as may be established by the Board and in effect from time to time.

Applications for membership

2.3 A person may apply to the Board for membership and becomes a member on the Board’s acceptance of the application.

An application for membership must include:

- (a) confirmation of eligibility;
- (b) the payment of applicable membership dues and fees, if any; and
- (c) a signed copy confirming the applicant agrees to uphold the Constitution, Bylaws, and the Code of Conduct.

The Board may, by Board Resolution, accept, postpone or refuse an application for membership.

An individual becomes a member on the date of the Board Resolution accepting such individual's application or at a later date as specified therein.

Duties of members

2.4 Every member must:

- (a) pay the applicable dues and fees, if any, as and when established pursuant to these Bylaws;
- (b) ensure that their contact information on file with the Society is kept up to date, and promptly notify the Society of any change to the member's contact information, including mailing address and electronic mail address; and
- (c) uphold the Constitution and comply with these Bylaws, Role Agreement, and the Code of Conduct, and an undertaking to do so shall be included in every membership application.

By law, the bylaws constitute a contract between a nonprofit and its members. Board members can be held personally liable if their organization fails to act in accordance with its governing documents. Establishing and following a process at the board level to ensure that the organization acts in accordance with its governing documents mitigates this risk and protects the organization from liability.

Amount of membership dues

2.5 The Directors may determine from time to time the amount of the membership dues and fees payable by members, if applicable, along with the dates such dues or fees are payable. Furthermore, the Board may, in its sole discretion:

- (a) set different dues or fees for each class of membership; and
- (b) waive payment of dues or fees in cases of hardship or other appropriate circumstances.

Cessation of membership

2.6 A person immediately ceases to be a member of the Society:

- (a) on delivery of their resignation in writing to the address of the Society by mail, courier, electronic mail; or

- (b) on determination by the Society that the member has not maintained contact information on file with the Society, and where the Society has, despite its reasonable efforts, been unable to contact the member in the past five (5) years;
- (c) on their death; or
- (d) on the cancellation of the membership under Bylaw 2.8; or
- (e) on having been a member not in good standing, pursuant to Bylaw 2.9, for three consecutive calendar months.

Cancellation of membership

2.8 The directors may cancel the membership of a member by a resolution passed at a meeting of the directors by not less than two-thirds (2/3) of the directors in office. The notice of the meeting of directors at which the resolution for cancellation will be considered must include a brief statement of the reason or reasons for the proposed cancellation and a copy of the statement must be provided to the person whose membership is the subject of the proposed resolution. The person whose membership is the subject of the proposed resolution must be given an opportunity to be heard at the meeting of directors before the resolution for cancellation is put to a vote.

Good Standing

2.9 All members are in good standing except a member who has failed to pay the applicable membership dues and/or fees, if any, when such are payable, and a member is not in good standing so long as such amount remains unpaid.

Rights and privileges of members

2.10 A member in good standing has the following rights and privileges of membership, by class:

Voting member:

- (a) to receive notice of, and to attend, all general meetings (including the AGM);
- (b) to make motions at a general meeting and AGMs and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to exercise a vote on matters for determination at general meetings and AGMs or otherwise by decision of the voting members;
- (d) to exercise a vote for the election of directors;

(e) may stand for election or appointment as a director, if qualified in accordance with these Bylaws;

(f) may request to inspect the membership register only for the purpose of:

(i) the requisitioning of a general meeting pursuant to Bylaw 3.4;

(ii) the submission of a proposal pursuant to Bylaw 2.12;

(iii) an effort to influence the voting of members prior to an upcoming vote;

(g) notwithstanding (f) above, the Board, by Board Resolution, may refuse the request to inspect the membership register if the Board is of the opinion that it would be harmful to the Society or to the interests of one or more of its members to permit such inspection.

A member who is not currently in good standing has the right to receive notice of, and to attend, all general meetings but is suspended from all other rights and privileges described above for so long as they remain not in good standing.

Termination of membership if member not in good standing

2.11 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

Members proposals

2.12 A voting member may send to the Society a notice of a proposal, including a matter for discussion or a resolution that certain voting members wish to have considered at an annual general meeting. The proposal must:

(a) include the proposal and a brief statement in support of the proposal, which statement may not exceed the word limit established by the Board,

(b) contain the names of, and be signed by, a minimum of one other member of the current total number of voting members,

(c) be received by the Society at least seven (7) full days before notice of the annual general meeting is sent by the Society.

The Board may, by Board Resolution, establish additional requirements for, and rules for the deliberation of members' proposals, including but not limited to the length of statements and the frequency for considering the same or substantially similar proposals.

Part 3 - General meetings of the society

Directors determine general meetings

3.1 General meetings of the Society will be held quarterly at such time and place as the Directors decide.

Electronic participation in general meetings

3.2 The Board may, by Board Resolution, decide, in its discretion, to hold any general meeting in whole or in part by Electronic Means. When a general meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by Electronic Means are deemed to be present at the general meeting.

Annual and extraordinary general meetings

3.3 Any general meeting of the Society other than an annual general meeting is an extraordinary general meeting.

Calling and requisitioning extraordinary general meetings

3.4 The Society will convene an extraordinary general meeting outside of those pre-scheduled in the Board Planning Calendar, by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- (a) at the call of the Chair,
- (b) when resolved by Board Resolution,
- (c) when a meeting is requisitioned by written notice which:
 - (i) includes the proposed business of the meeting; and
 - (ii) sets out the names of, and is signed by, at least two current voting members. Upon receipt of such requisition, the Society must provide notice to all members of an extraordinary general meeting to be held within sixty (60) days of the date of receipt.

Notice of general meetings

- (a) The Secretary will provide notice of every general meeting to each member not less than ten (10) days prior to the date of the general meeting.
- (b) Notice of a general meeting of the Society must specify the place, day and time of the meeting, as well as any Special Resolutions to be considered at that meeting and members' proposals submitted in accordance with section 2.12.
- (c) If the Board has decided to hold a general meeting with participation by Electronic Means, the notice of that meeting must inform members how they may participate by Electronic Means.
- (d) Accidental omission to give notice of a general meeting to or the non-receipt of notice of a general meeting by any member will not invalidate the proceedings of that meeting.

Ordinary business at general meeting

3.5 At the annual general meeting the following business is ordinary business:

- a)** territorial acknowledgment,
- b)** adoption of rules of order,
- c)** consideration of any financial statements of the Society presented to the meeting,
- d)** consideration of the reports of the directors
- e)** election or appointment of Board of Directors,
- f)** appointment of an auditor, if any,
- g)** business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

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

Chair of general meeting

3.7 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 the president and vice president are unable to preside as the chair.

Alternate chair of general meeting

3.8 If there is no other person 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

3.9 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 meeting

3.10 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

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

- a) in the case of a meeting convened upon 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, a quorum is not present within 30 minutes of 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

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

Adjournments by chair

3.13 A 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 an adjourned general meeting

3.14 It is not required to give notice 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.

Methods of voting

3.15 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, the voting must be by secret ballot.

Announcement of result

3.16 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

3.17 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.18 Matters 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 requiring a higher voting threshold than the threshold required for an ordinary resolution.

3.19 No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution. In case of an equality of votes, the chair of the meeting is not entitled to a casting or second vote in addition to the vote to which the chair may be entitled as a member, and the resolution will not pass.

3.2 Voting at General Meetings

(a) Each voting member in good standing is entitled to one vote on all matters for decision at a general meeting.

(b) Voting by members may occur by any one or more of the following methods, in the discretion of the Board:

(i) by show of hands or voting cards;

(ii) by written ballot; or

(iii) by vote conducted by Electronic Means.

(c) The chair must declare to the meeting the decision on every question in accordance with the result of the vote, (however it was conducted) and such decision must be entered in the minutes of the meeting. A declaration by the chair that a resolution has been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minute book of the proceedings of the Society is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

(d) A poll may be demanded on any resolution other than on the election of a chair. A poll must be taken immediately. A demand for a poll may be withdrawn. In any dispute as to the admission or rejection of a vote the decision of the chair made in good faith is final and conclusive.

Actions by ordinary or special resolution

3.3 Unless the Act, the Constitution or these Bylaws otherwise provide, any action to be taken by a resolution at a general meeting of the Society will be taken by an ordinary resolution. Actions that may be taken only by Special Resolution are:

(a) the removal of any Director pursuant to Bylaw 2.11;

(b) the approval of interested Director contracts or transactions under Bylaw 4.3;

(c) the amendment of the Constitution or Bylaws pursuant to Bylaw 9.2.

Part 4 - Directors

Powers of directors

4.1 The directors must manage, or supervise the management of, the affairs and business of the Society and are authorized to exercise all such powers and do all such acts and things as 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 the provisions of all laws affecting the Society and these Bylaws.

Without limiting the generality of the foregoing, the directors shall establish policies, rules and regulations to carry out the obligations and powers of the Society under the Act.

Duties of Directors

4.2 In exercising the powers and performing the functions of a Director, each Director must:

- (a) act honestly and in good faith and in the best interests of the Society as a whole;
and
- (b) exercise the care, diligence and skill of a reasonably prudent person.

Who is authorized to bind the Society

4.3 No director or any other member or employee of the Society shall act on behalf of or in the name of the Society or undertake any obligation or enter into any contract on behalf of or in the name of the Society unless the director, member or employee has been authorized by resolution of the Board.

Number of directors on Board

4.4 The Society must have no fewer than three and no more than 5 directors, with potential for growth in the future.

Election or appointment of directors

4.5 Voting members entitled to vote for the election or appointment of members of the Board at the end of any member's term.

Directors may fill casual vacancy on the board

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

Term of appointment of director filling casual vacancy

4.7 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.

Nomination and Election of Directors

4.8 (a) Each year before the annual general meeting of the Society, the Board shall establish, and shall send to each voting member, a schedule setting out:

- (i) the Director positions to be filled, if any
- (ii) the first date when the Society will receive written nominations for directors,
- (iii) the time and date when nominations are closed, which must be a date that is no less than four weeks after the starting date for making nominations,
- (iv) the date by which ballots will be available to voting members entitled to vote, which must be a date that is not less than three weeks and not more than five weeks after the date when nominations are closed; and
- (v) the date by which the Society must receive completed ballots in order for ballots to be counted, which must be a date that is no less than four weeks after the date the ballots are made available. Ballots received after that date shall not be counted.

(b) Nominations must:

- (i) be in writing and comply with the procedures for elections established from time to time by the Board,
- (iii) include a declaration that the person being nominated is a voting member in good standing and consents to act as a director and be signed by that person; and
- (iv) be signed by at least two voting members in good standing.

Appointment of directors

4.9 The Board may, from time to time by a resolution approved at a meeting of the directors by not less than two-thirds (2/3) of the directors in office, appoint as a director a voting member, qualified in accordance with Bylaw 2.2 who has expertise, skills or knowledge that is beneficial to the Board or to the Society (as determined by the Board), provided that no more than three (3) such appointed directors may be appointed to office at any one time.

An appointed director will take office as of the date of the resolution, or such later date as may be specified therein.

Term of office of directors and term limits

4.10

(a) The term of office of Directors, including elected and appointed Directors with the exception of the Society's founder, will normally be three (3) years. However, the Board may, by Board Resolution, determine that some or all vacant Directors' positions will have a term of less than three (3) years, the length of such term to be determined by the Directors in their discretion.

(b) Directors may be elected or appointed for up to three (3) consecutive 3-year terms. A person who has served as a director for three (3) consecutive terms may not be re-elected or re-appointed for at least one (1) year following the expiry of their latest term.

(c) Members wishing to return to the position of Director, following a year away from the board, may stand for election for a position other than the one(s) they previously held.

Transition of Board and director terms

4.11 (a) Notwithstanding Bylaw 4.4, the Board may consist of up to 14 Directors for a period not to exceed the conclusion of the AGM held in the 3rd year after these bylaws come into effect.

(b) Each person who is a director on the date these Bylaws come into force will continue as a director for the remaining term to which they were elected, unless they otherwise cease to be a director in accordance with these Bylaws.

(c) Any previous terms served by directors prior to these Bylaws coming into force will not impact the term limits set out in Bylaw 4.10 above. Term limits will come into effect only when these Bylaws come into force.

Disclosure of conflicts of interest of directors

4.12 A director who knows or who reasonably ought to know that they have a direct or indirect interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

(a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;

(b) will disclose fully and promptly the nature and extent of their interest in the contract, transaction or matter;

(c) is not entitled to vote on the contract, transaction or matter;

(d) will absent them self from the meeting or portion thereof:

(i) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and

(ii) in any case, during the vote on the contract, transaction or matter; and

(e) refrain from any action intended to influence the discussion or vote.

Accountability of directors

4.13 A director referred to in Bylaw 4.3 must account to the Society for remuneration or benefit received as a consequence of the Society entering or performing the proposed contract or transaction unless:

(a) the Director complies in all respects with the requirements of Bylaw 4.3 and the Board approves the contract or transaction; or,

(b) the contract or transaction is reasonable and, after full disclosure of the nature and extent of the interest in the contract or transaction, it is approved by Special Resolution.

Removal of a member

4.14 The directors may cancel the membership of a member by a resolution passed at a meeting of the directors by not less than two-thirds (2/3) of the directors in office. The notice of the meeting of directors at which the resolution for cancellation will be considered must include a brief statement of the reason or reasons for the proposed cancellation and a copy of the statement must be provided to the person whose membership is the subject of the proposed resolution. The person whose membership is the subject of the proposed resolution must be given an opportunity to be heard at the meeting of directors before the resolution for cancellation is put to a vote.

Removal of directors

4.15 A director of a society may be removed from office

(a) by special resolution, despite any provision of the bylaws, or

(b) without limiting paragraph (a), by the method, if any, provided for in the bylaws.

4.16 Unless the bylaws provide otherwise, if a director is removed from office under **4.15**, an individual may be elected or appointed, by ordinary resolution, to serve as director for the balance of the term of the removed director.

4.17 Any member of the Board may be removed, with or without cause, by the action of two-thirds (2/3) of the Board of Directors.

4.18 Removal of a member of the Board will be automatic if:

- a. The member misses three consecutive board meetings without prior approval,
- b. The member is found to have acted in opposition to the Society's bylaws,
- c. The member has been found to have violated municipal, provincial, or federal laws.

Chief Executive Officer

4.19 The Board may appoint or remove a Chief Executive Officer. The Board may define the duties, responsibilities, remuneration and privileges of the Chief Executive Officer, who

shall take direction from and report to the Board at each meeting of the Board. Without limiting the generality of the foregoing, the Chief Executive Officer shall:

- (a) be responsible for carrying out the day-to-day administration of the affairs of the Society, including, overseeing the implementation of the policies of the Society as established by the Board from time to time; hiring and suspending or terminating the employment of all employees (if any); coordinating, directing and supervising the activities of all employees in accordance with policy, rules and regulations the Board may establish.
- (b) be responsible for presenting an annual budget for consideration and approval by the Board and implementing the approved budget;
- (c) issue notices of all general meetings of the Society;
- (d) administer elections of directors and referendum votes;
- (e) have custody of all records and documents of the Society, including the financial records and books of account of the Society;

Part 5 – Operations Meetings

5.1 Purpose and Scope

Operations meetings shall be held every two weeks to discuss and review day-to-day operational matters of Meant 2B Loved Pet Rescue Society. The focus of these meetings will include, but not be limited to:

- Pathways for animals in the Society’s care
- Animal-related issues and concerns
- Upcoming events and initiatives
- Fundraising activities
- Other relevant operational topics as necessary

5.2 Attendance

All board members shall be invited and are strongly encouraged to attend these meetings, as input may be required from any or all directors. Relevant coordinators and volunteers will also be invited to attend based on the topics to be discussed.

5.3 Decision-Making Process

Decisions arising from these meetings shall be made by a majority vote of the board members present. If a decision is not urgent and a quorum of board members is not present, the attending board members shall present the issue to the remaining board members. Board members will have 24 hours to respond to the request for a vote. If no response is received within this timeframe, the absence of a response will be counted as a vote in favor of the proposed decision.

5.4 Meeting Documentation

Minutes or records of each operations meeting shall be maintained. The responsibility for taking and distributing these minutes lies with the Secretary. In the absence of the Secretary, another board member present at the meeting shall be designated to fulfill this role. Minutes will be shared with all board members and relevant coordinators within 48 hours of the meeting.

5.5 Frequency and Flexibility

Operations meetings shall be held bi-weekly, either in person or virtually, except in extenuating circumstances where the frequency may be adjusted. Any changes to the meeting schedule must be communicated to all participants by the Secretary as soon as possible.

Part 6 – Directors’ Meetings

Calling directors’ meeting

6.1 A directors’ meeting may be called outside of those pre-scheduled in the Board Planning Calendar,

- (a) at the call of the Chair,
- (b) when resolved by Board Resolution,
- (c) when a meeting is requisitioned by written notice which:
 - (i) includes the proposed business of the meeting; and
 - (ii) sets out the names of, and is signed by, at least two current voting members. Upon receipt of such requisition, the Society must provide notice to all members of an extraordinary general meeting to be held within sixty (60) days of the date of receipt.

Notice of directors' meeting

6.2 A reminder of pre-scheduled directors' meetings must be given at least 10 days notice unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

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

Quorum of directors

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

Validity of Acts of Directors

6.5 All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, is, notwithstanding that afterwards it is discovered that there was some defect in the qualification, election or appointment of any such directors or of the members of such committee or person acting as a director, or that they or any of them were disqualified, as valid as if every such person had been duly elected or appointed and was qualified to be a director.

Committees of Directors

6.6 The directors may by Board Resolution appoint one or more committees consisting in whole or in part of such directors and/or members in good standing as they think fit. Unless the directors otherwise resolve, any committee appointed under this Bylaw is advisory only. The directors may not delegate to any committee the power to fill vacancies in the Board. All committees so appointed must keep regular minutes of their transactions, must cause the minutes to be in a Google Drive folder kept for that purpose, must submit the minutes to the directors and must report to the directors at such times as the directors may from time to time require. Committees shall establish their Terms of Reference and shall submit such Terms of Reference for Board approval relating to the conduct of their business and may appoint such assistants as they consider necessary.

Proceedings of Committees

6.7 Any committee may meet and adjourn as it thinks proper. A majority of members of a committee constitutes a quorum. Questions arising at any meeting will be determined by a majority of votes of members of the committee present, and in case of an equality of votes the chair does not have a second or casting vote.

Duties of Officers

6.8 (a) Chair – The Chair is entitled to preside at all meetings of the Society and the directors, is the official spokesperson of the Society, is an ex officio member of every committee of the Society and supervises the other officers and directors in the execution of their duties.

(b) Vice-Chair – The Vice Chair carries out the duties of the Chair if the Chair is absent or at the request of the Chair, including attending at committee meetings in place of the Chair at the request of the Chair, and carries out such other duties as the Board may request.

(c) Treasurer – The Treasurer is responsible to ensure that financial records, including books of account, of the Society are maintained, and that financial statements are prepared and provided as and when required.

Remuneration of Officers

6.9 No officer is entitled to be remunerated for being or acting as an officer, but an officer is entitled to be reimbursed for all expenses that the officer necessarily and reasonably incurs while engaged in the affairs of the Society.

PART 7 – Directors Positions

Election or appointment to board positions

7.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, can hold more than one position.

- a) President
- b) Vice-president
- c) Secretary
- d) Treasurer

Directors at large

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

Role of the president

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

Role of vice president

7.4 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 unable to act.

Role of treasurer

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

- a) receiving and banking monies collected from the members or other sources;
- b) keeping accounting records in respect of the Society's financial transactions;
- c) preparing the Society's financial statements;
- d) making the Society's filings respecting taxes.

Role of secretary

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

- a) issuing notices of directors' meetings;
- b) taking minutes of directors' meetings;
- c) keeping the records of the Society in accordance with the Act;

- d) conducting the correspondence of the Board;
- e) draft procedures, policies, manuals, and other governance documents for board approval
- f) filing the annual report of the Society and making any other filings with the Registrar under the Act.

Authority to Execute Instruments

7.7 Contracts, documents or instruments in writing requiring execution by the Society may be signed as follows:

(a) by the Chair, together with one (1) other director;

(b) in the event that the Chair is unavailable, by any two (2) Directors

and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.

The Board will have the power from time to time, by Board Resolution, to appoint any officer or officers, or any person or persons, on behalf of the Society to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

PART 8 - FINANCIAL MATTERS

Legacies, Bequests, Donations and Gifts

8.1 The Society shall receive all legacies, bequests, donations and gifts made to the Society. The Society shall respect the wishes of any person making the legacy, bequest, donation or gift to the Society who expresses an intention or direction as to the use of such legacy, bequest, donation or gift.

Investment

8.2 Funds not immediately required for the operations of the Society may be invested in any form of property or security in which a prudent investor might invest, and in accordance with policies established regarding investments. The standard of care required of the directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society. The Board may establish further policies related to

the investment of the Society's funds and property, provided that such policies are not contrary to the Act or these Bylaws.

Power to Borrow

8.3 The Directors may from time to time on behalf of the Society:

- (a) borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as they think fit;
- (b) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Society or any other person; and
- (c) mortgage, charge, or give other security on the undertaking, or on the whole or any part of the property and assets, of the Society (both present and future).

Real Estate

8.4 All real property received or acquired by the Society shall be registered in the name of the Society.

Indemnification of Directors and Eligible Parties

8.5 To the extent permitted by the Societies Act of British Columbia, each Director and eligible party (as defined by that Act) will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of their holding or having held authority with the Society:

- (a) is or may be joined as a party to such legal proceeding or investigative action; or
- (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

Purchase of Insurance

8.6 The Society may purchase and maintain insurance for the benefit of any and all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

Who is Entitled to Receive Notice

8.7 Notice of every directors' meeting of the Society must be given to every board member. No other person is entitled to receive notice of directors' meetings.

How to Give Notice

8.8 Sufficient notice shall be considered to have been given in any of the following circumstances:

- (a) personal delivery;
- (b) mail delivery;
- (c) electronic mail.

Giving Notice by Mail

8.9 If a notice is sent by mail, delivery of the notice will be deemed to be affected by properly addressing, prepaying and mailing the notice and the notice will be deemed to have been given on the day, Saturdays, Sundays and holidays excepted, following the date of mailing. A certificate signed by the president or of any other entity acting in that behalf for the Society that the letter, envelope or wrapper containing the notice, statement or report was so addressed, prepaid and mailed will be conclusive evidence thereof.

PART 9 - CONSTITUTION AND BYLAWS

Members are entitled to a copy of the Constitution and Bylaws

9.1 On being admitted to membership, on request, a member is entitled to, and the Society must provide the member with, a copy of the Constitution and Bylaws of the Society free of charge or, if the Directors so resolve, on payment of an amount set by the Directors to help cover production and distribution costs of the Constitution and Bylaws.

Amending the Constitution and Bylaws

9.2 The Constitution and the Bylaws may be amended only by a Special Resolution passed by the voting members in good standing.

Part 10 – Remuneration of Directors and Signing Authority

Remuneration of directors

10.1 These Bylaws do not permit the Society to pay to 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.

Signing Authority

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

Part 11 – The Organization

11.1 Meant 2B Loved Pet Rescue Society will be operated without purpose of gain for its members, and that any profits or other assets of the organization will be used solely to promote its purposes.

11.2 In the event the organization dissolves, after it pays all its debts and liabilities, it will distribute or dispose of its remaining property to qualified donees as described in subsection 149.1(1) of the Income Tax Act.

11.3 The directors will serve as such without pay and will not directly or indirectly receive any profit from their positions. However, the organization may reimburse them for the reasonable expenses they paid while performing their duties.

Policy Review

This policy will be reviewed annually by the board to ensure its continued effectiveness. Any significant incidents or changes in the risk environment will prompt an immediate review.