

**BYLAW 1: MEMBERSHIP**

- (a) Ordinary Members of the Society - all Fishery Officers designated under the *Fisheries Act* (Canada) who are indeterminate, and full - time or seasonal employees of the *Department of Fisheries and Oceans* (Canada) in the Pacific Region within the Conservation & Protection (Enforcement) are eligible to become ordinary members;
- (a.1) North American Wildlife Enforcement Officers Association Membership: Ordinary Members in good standing shall be Members in good standing of the North American Wildlife Enforcement Officers Association, by virtue of the Society's membership in the Association;
- (b) Honourary Members of the Society - all ordinary members of the Society who have retired from the Public Service and performed distinguished service are eligible to become honorary members of the Society, upon election by the members at a general meeting of the Society;
- (c) Associate Members of the Society - other Fishery Officers (including Management Exclusion and term; other Peace Officers, Fishery Guardians, and Habitat Inspectors, who support the purposes and bylaws of the Society are eligible to become associate members;
- (d) Corporate Members of the Society - companies doing business legally in North America who support the purposes and bylaws of the Society are eligible to become corporate members;
- (e) The number of non-voting associate and/or corporate members **may not** exceed the number of ordinary (voting) members;
- (f) Application for membership shall be made in writing to the Executive Council, via the Treasurer, on a form supplied by the Society. In the event that the Executive Council declines to approve an application for membership, the applicant may upon 14 days notice to the Executive Council, appear at the next general meeting of the Society and make representation in order that his application may be reviewed by the general meeting, which can then approve or refuse the application for membership;

Membership Fees

- (g) The membership fee for each class of member, if any, shall be determined by the Board of Directors subject to review by the members at a meeting of the members of the Society. Members shall pay fees and dues as follows:
  - (i) Annual Dues for Ordinary and Associate Members shall be twenty dollars (\$20.00) and shall include dues required by the Society to maintain its membership in the North American Wildlife Enforcement Officers Association;
  - (ii) Honourary members shall pay no fees or dues;
  - (iii) Corporate memberships shall be one hundred dollars (\$100.00) per year;
  - (iv) All dues shall be payable prior to the end of the calendar year;
- (h) The subscribers to this Constitution and these Bylaws shall have the same rights as any other member;
- (l) Honourary members, associate members and officials of corporate members shall be entitled to speak at any meeting of the members of the Society;

Duties of Members

- (j) It is the duty of each member, in order to remain in good standing in the Society, to comply with the bylaws of the Society and pay when due the membership fee for the current year;

Code of Ethics

- (k) Each Ordinary member of the Society shall observe the Code of Ethics of the Society as follows:
  - (i) He/She will give credit for facts or opinions where it is due;
  - (ii) He/She will treat all business matters as confidential;
  - (iii) He/She will not give an opinion unless it is honest;
  - (iv) He/She will discourage untrue or biased statements concerning the organization for which they work for or its personnel;
  - (v) He/She will endeavour to further the education of the public in the purposes and the activities of the Society and the Department of Fisheries and Oceans;
  - (vi) He/She will continue to improve their knowledge and skills in order to increase his/her effectiveness as a Fishery Officer;
  - (vii) He/She will do their utmost to train and further the advancement of his/her associates;
  - (viii) He/She will never consider that membership in the Society makes him/her more capable or gives them preference in matters of fisheries conservation or employment.

**BYLAW 2: CESSATION OF MEMBERSHIP**

Conditions Under Which Membership in the Society Ceases

- (a)

Any member who desires to withdraw from membership in the Society may notify the Executive Council in writing to that effect and on receipt by the Executive Council of such notice, the member shall cease to be a member;

- (b) A member shall cease to be a member if he or she fails to pay the annual membership fee by the end of the calendar year
- (c) Payment within one (1) year shall reinstate membership;
- (d) Any member suspended under clause (b) hereof who fails to reinstate him/herself under clause (c) may apply as a new member;
- (e) Any member may be suspended by the Executive Council for breach of the Code of Ethics, violation of the bylaws, or for other good cause;
- (f) Such suspension shall be reviewed by the next general meeting which may reinstate or expel the member;
- (g) An ordinary member, honorary member, associate member or corporate member may be expelled from the Society by special resolution of the members passed in the General Meeting called for that purpose;
- (h) At a meeting described in Bylaw 2 (g), a member has the right to speak on his or her behalf;

**BYLAW 3: POWERS OF THE SOCIETY**The Society May:

- (a) invest as it may determine any monies in the fund for administrative expenses;
- (b) purchase, hire or otherwise acquire personal property for use by members in connection with the purposes of their membership in the Society;
- (c) join any organization serving the purposes of the Society and assess the membership fee in the organization as part of the common expenses;
- (d) upon reaching fifty (50) ordinary members, reorganize the Constitution and Bylaws to enhance and protect the title of *FISHERY OFFICER* in accordance with the *Occupational Titles Protection* provisions of the *Society Act* (British Columbia) and regulations thereunder.

Borrowing Powers

- (e) Neither the Executive Council nor any division organization or any members of the Society shall have any power to borrow money on credit of the Society. For carrying out its purposes, the Society, with the sanction of a special resolution passed at a general meeting of the Society, may borrow or raise or secure the payment of money in such manner as it thinks fit;

Alteration of Bylaws, Constitution, and Removal of Officers

- (f) The Bylaws or Constitution of the Society may be amended, and the removal of Directors from Office may occur at any general or special meeting of the Society by special resolution adopted by a seventy - five per cent (75%) majority vote of the members of the Society at any general or special meeting of the Society;
- (g) A "special resolution" means a resolution passed by a seventy - five per cent (75%) majority of such members entitled to vote at a general or special meeting of which Fourteen (14) days written notice specifying the intention to propose the resolution as an special resolution has been duly given;
- (h)

Where a special resolution is passed at any general or special meeting which deals with the removal of an officer or director or to a change in the bylaws or constitution, the Society will notify the eligible membership within thirty (30) days from the date of the meeting.

#### **BYLAW 4: SOCIETY MEETINGS**

##### Month of Annual General Meeting

- (a) The annual general meeting of the Society shall be held during the period from January 1st to December 31st of each year, and shall be called by the President (or in his absence, the Vice-President);

##### Notice for General and Special Meetings

- (b) Every notice of an annual general meeting or special meeting of the Society shall state the nature of the business of the meeting and such notice shall be given to every member fourteen (14) days before such general or special meeting;

##### The Manner In Which Notice Is To Be Given

- (c) Notice of any annual general or special meeting shall be deemed to be given to every member if by Email to all the Society, or notice handed to every member in person. In addition, notice shall be deemed to be given to every member if notice of the annual general meeting or special meeting is advertised in the Society's newsletter or on the Society's official website @ [pacificfisheryofficers.org](http://pacificfisheryofficers.org);
- (d) The Executive Council, or any two members of the Executive Council, or ten percent (10%) of the membership, but in no case less than two (2) members of the Society, may call a special meeting of the Society for any purpose;
- (e) Any persons calling a meeting of the membership of the Society pursuant to Bylaw 4(d) shall be responsible for the administration and preparation of the meeting;
- (f)

The rules of procedure at an annual general meeting or a special meeting shall be determined by the Executive Council or, if any member objects, the *Robert's Rules of Order, Revised* shall apply;

#### Quorum for General and Special Meetings

- (g) A quorum for the transaction of business at any annual general or special meeting of the Society shall be at least ten percent of the membership as it appears on the membership rolls, but never less than three (3) persons;

#### Voting Rights of Members

- (h) Only ordinary members of the Society can vote at any meeting of the members of the Society. Honourary members, associate members, and corporate members shall have no voting rights;

#### Voting by Email

- (i) Ordinary members may vote on elections/removal of officers and directors, or on any ordinary or special resolution in person, by proxy or by Email;
- (j) A proxy shall be another ordinary (voting) member in good standing and shall only carry one vote for one member other than himself/herself;
- (k) An instrument appointing a proxy shall be in writing under the hand of the appointer and signed by the appointer, and may be either general or for a particular meeting;
- (l) The Society will ensure that eligible members shall have fourteen, (14) days immediately following an annual general or a special meeting to submit their votes by Email to the Society in order for the votes to be counted. The votes shall be submitted to the return Email address of the Society as announced with the poll.

### **BYLAW 5: EXECUTIVE COUNCIL**

#### Directors

- (a)

The first Directors (including Officers) of the Society shall be subscribers to this Constitution and these Bylaws;

#### Appointment of Directors

- (b)
- (i) The Executive Council shall consist of One Director elected for alternating two-year terms from and by the Members within each Area of the Pacific Region of the Department of Fisheries and Oceans as it is organized from time to time, in addition to the Officers;
  - (ii) Dean Miller Fishery Officer Memorial Foundation shall have one Director who shall also serve for a minimum two-year term;

#### Areas for Directors

- (c)
- There shall be Directors in the following areas:
- (i) North Coast;
  - (ii) South Coast;
  - (iii) Central Coast;
  - (iv) Lower Fraser River;
  - (v) BC Interior;
  - (vi) Yukon;
  - (vii) Dean Miller Fishery Officer Memorial Foundation;
- Fishery Officers assigned to units in any other areas in the Region will be represented by the Area nearest their office (e.g.: Fishery Officers in Regional Headquarters will be represented by the Lower Fraser Area).
- (d)
- The Director representing each Area on the Executive Council shall be elected by the members within that Area.

#### Substitute Directors

- (e)
- In the event that a Director is unable to attend a meeting or meetings of the Executive Council, the members from within their area may select a substitute director to attend a particular meeting in his/her place, or to replace him/her as Director for the area.

Directors' Remuneration

- (f) No director shall receive remuneration from the Society for his or her duties unless such remuneration is approved by a majority vote of the members at a meeting of the members of the Society;

Removal of Directors

- (g) Directors shall cease to hold office upon their ceasing to be members of the Society or if they are removed by Special Resolution.

Officers of the Society

- (h)
  - (i) The Officers of the Society shall consist of (1) the President, (2) the Vice-President, (3) the Secretary, (4) the Treasurer, and (5) the Director of the Dean Miller Memorial Fund, plus any other officers needed as may be determined at a meeting of the members of the Society;
  - (ii) The Society may elect to combine the positions of the Secretary and Treasurer into one position (to be called the "Secretary/Treasurer" Officer) if they require.

Election of Officers

- (l) The officers of the Society shall be elected by the general membership at the annual general meeting in each year in the following manner:
  - (i) President - two (2) year term;
  - (ii) Vice-President - two (2) year term;
  - (iii) Secretary and Treasurer - also elected to a two (2) year term, but overlapping with the terms of President and Vice-President;
- (j) The President of the Society may not hold office for more than two (2) consecutive terms;

Powers and Duties of Officers

- (k)

The President, or, in his/her absence, the Vice-President, shall conduct all meetings of the Executive Council and the Society;

- (l) The Vice-President shall generally assist the President and shall in the event of the absence or disability of the President, perform his/her duties and possess his/her authority;
- (m)
  - (i) The Secretary shall perform all the usual duties of his/her office, take minutes of all meetings of the Society and Executive Council, attend to all correspondence of the Society, notify all Directors of all meetings of the Executive Council, and attend the same him/herself.
  - (ii) The Treasurer shall collect all dues and other monies and keep an accurate and correct account of them, deposit all monies of the Society, to its credit in such chartered bank as the Executive Council by resolution direct, sign or be responsible for the signing of all cheques on such account jointly with the President, Vice-President, any Director, or any Ordinary Member in good standing, as designated by the Executive, preserve historical material of the Society, and advise Council from time to time of expected requirements for funds, and perform such other duties as hereinafter defined;

#### Removal of Officers

- (n) Officers of the Society may be removed by special resolution, OR
- (o) Anytime an Officer or Director vacates his substantive position as a Fishery Officer, Field Supervisor, or Detachment Supervisor within the Department, either :
  - (i) to act in a position deemed to be Management Exclusion; or
  - (ii) to act in a non-Conservation and Protection (Enforcement) Sector position, the Member will step aside from the Executive Council and the remainder of the Council shall by a majority vote designate one of the Executive members to act in that position until;
  - (iii) the end of the term of the departed Member;
  - (iv) the departed Member returns; or
  - (v) succession by a vote of the Ordinary Members at an Annual General Meeting according to Bylaws 5(b), 5(i), and 5(j).

**BYLAW 6: POWERS AND DUTIES OF THE EXECUTIVE COUNCIL**

- (a) The governing body of the Society shall be the Executive Council, but the annual general meeting of the Society shall be the final source of all authority in Society matters and the final court of appeal;
- (b) The Executive Council shall be the governing body when the Society is not meeting in convention and shall have the power to deal with all business, discipline and management of the Society and its affairs; and, subject to the Society Act (British Columbia) and the Bylaws of the Society, may exercise all the powers of the Society;
- (c) The President, or, in his/her absence, the Vice-President, shall conduct all meetings of the Executive Council and the Society;

**No Exceptions From Statutory Duties**

- (d) Nothing in a contract, the constitution or the bylaws, or the circumstances of his or her appointment, relieves an officer or a director from the duty to act in accordance with the Society Act (B.C.) and the regulations or from a liability that by virtue of a rule of law would otherwise attach to him/her in respect of negligence, default, breach of duty or breach of trust in which he/she may be guilty of in relation to the Society;

**Delegation of Duties - Committee Work**

- (e) Subject to any restriction imposed or direction given at a general meeting, the Executive Council may delegate to one or more of its members or to a member or committee of ordinary members of the society such of its powers and duties as it thinks fit, and at any time revoke such delegation;

**Address For Service**

- (f)

The Executive Council will ensure that the Society shall have an address in the Province to which all communications and notices may be sent;

- (g) The Society shall maintain at least one account with a chartered bank, credit union, or trust company for the deposit of funds;

Custody and Use of the Seal

- (h) Where the Society adopts a seal, the seal shall bear the name of the Society. The seal of the Society shall be kept in the custody of the Treasurer, and shall be affixed by him or her and any one Director or by two Directors having been so authorized by a resolution of the Executive Council;

Filing Annual Statement and Report

- (l) The Executive Council will ensure that an annual general meeting of the Society will be held at least once in every calendar year and not more than 15 months after the adjournment of the previous annual general meeting, unless a further extension of time is granted by the Registrar.
- (j) The Executive Council will ensure that the Society shall within thirty (30) days after each annual general meeting file with the Registrar a copy of the financial statements placed before the meeting;
- (k) The Executive Council shall keep, in one location, or in the possession of one person and shall make available upon request to an ordinary member:
  - (i) a current copy of the *Society Act* (B.C.) and regulations;
  - (ii) a copy of changes in the Bylaws;
  - (iii) a copy of any special resolutions passed by the Society;
  - (iv) a register of its members, separated by class;
  - (v) the constitution and bylaws of the Society at a cost of one dollar (\$1.00) to the member requesting.

**BYLAW 7: EXECUTIVE COUNCIL MEETINGS**

- (a) The Executive Council shall meet at least twice each year;
- (b) Meetings of the Executive Council may be called by the President or, in his/her absence, the Vice-President at any time;
- (c) The Secretary shall call a special meeting of the Executive Council upon the written request of three (3) Directors, should the President or, in his absence, the Vice-President, decline to do so. Fourteen (14) days written notice of such meeting of the Executive council shall be given to all Directors;
- (d)

The President, or, in his/her absence, the Vice-President, shall preside at every meeting of the Executive Council, provided however, in the absence of the President and Vice-President or their refusal to act, the meeting may elect a chairperson to preside thereat; a quorum of the Executive council shall consist of at least sixty percent (60%) of Directors or Sub-directors when proper notification has been given to all Directors;

- (e) Except where otherwise provided in these Bylaws, a majority vote of all Directors or substitute Directors personally present or by proxy shall be necessary to decide any motion of the Executive Council;
- (f) Proceedings at Executive Council meetings shall be conducted in accordance with parliamentary procedure, and the following order of business shall be observed:
  - (i) Credentials;
  - (ii) Minutes of Previous Meeting;
  - (iii) Secretary - Treasurer's Report;
  - (iv) Committee Reports;
  - (v) Correspondence;
  - (vi) Unfinished Business;
  - (vii) New Business;
  - (viii) Election of Officers;
  - (ix) Good and Welfare (Adjournment);
- (g) On every question every Director personally present and qualified shall have one vote and one additional vote on behalf of each absent Director for whom he/she has been appointed in writing and qualified as proxy;
- (h) If the President or, in his/her absence, the Vice-President, changes the place or date of a meeting of the Executive Council, at least fourteen (14) days written notice of such change shall be given to all Directors;
- (l) The Secretary shall forward copies of all proposed resolutions which are to be presented at a meeting of the Executive Council to all Areas of the Society at least fourteen (14) days before the Executive Council meeting, and all persons intending to submit proposed resolutions shall forward them to the Secretary at least thirty (30) days before the proposed meeting;

#### **BYLAW 8: PROCEDURE AT MEETINGS**

The rules of procedure governing meetings of the Executive Council and the Society's general and special meetings shall be those contained in *Robert's Rules of Order, Revised*, in all cases in which they are applicable and in which they are not consistent with the Constitution and Bylaws of the Society or any special rules of order from time to time adopted by the Society.

### **BYLAW 9: RECORDS, BOOKS OF ACCOUNT AND OTHER DOCUMENTS**

#### Audit Accounts

- (a) The Executive Council shall present before the members of the Society at the annual general meeting a financial statement showing the income and expenditure, assets and liabilities of the Society during the preceding fiscal year; the said financial statement shall be signed by two or more Directors or by the Society's auditor;

#### Custody of Books

- (b) The Secretary shall have custody of the minutes of proceedings of meetings of the Executive Council, the Society, Division Councils, and other committees and all other books and records of the Society, including the financial statements. These records are to be kept at the address of the Society;

#### Inspection of Books

- (c) The books and records of the Society shall be open to inspection by the members at all reasonable times at the headquarters of the Society.

### **BYLAW 10: BRANCH SOCIETIES**

Nothing shall limit the Executive Council from promoting the formation of Branch Societies or from establishing and maintaining Branch Societies in accordance with the provisions of the *Society Act* (British Columbia).

**BYLAW 11: DEAN MILLER FISHERY OFFICER MEMORIAL FOUNDATION**

The Society shall operate a charitable foundation to be entitled the Dean Miller Fishery Officer Memorial Foundation;

- (i) To provide benevolence to Pacific Region Fishery Officers in an amount to be determined by the Executive Council upon the recommendation of the Foundation Director and, when given, the general membership;
- (ii) To provide benevolence to other field staff of the Department of Fisheries and Oceans (Canada), Pacific Region, at the discretion of the Executive Council;
- (iii) To provide benevolence to other Canadian Conservation Officers having Peace Officer status and employed primarily for the purpose of enforcing fisheries, and/or, wildlife, and/or environmental protection legislation, at the discretion of the Executive Council;

The Director of the Foundation, with the assistance of the rest of the Executive Council, shall endeavour to maintain a minimum of one-thousand dollars (\$1,000.00) in a separate current account for charitable purposes.

The Director of the Foundation shall deposit all monies of the Foundation to its credit in such chartered bank as the Executive Council by resolution direct, keep an accurate and correct account of them, and sign all cheques on such account jointly with the President, Vice-President, any Director, or any Ordinary Member in good standing, as designated by the Executive.

The Director of the Foundation shall present a financial statement together with the financial statement of the Society at the Annual General Meeting.

