

**Bylaws of the  
Watch Lake-North Green Lake  
Volunteer Fire Department**

**S-0023062**

**Part 1 – Interpretation**

1. (1) In these bylaws, unless the context otherwise requires,
  - (a) “**directors**” means the directors of the Society for the time being;
  - (b) “**Society Act**” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - (c) “**registered address**” of a member means his address as recorded in the register of members;
  - (d) “**Department**” means the Watch Lake-North Green Lake Volunteer Fire Department Society;
  - (e) “**Call Outs**” means any request from a member or non-member of the Department made through 911 to the central dispatch requesting emergency or other assistance relating to fire protection or first responder protection, or both;
  - (f) “**Address for Notice**” means the resident address and telephone number referred to in paragraph 6;
  - (g) “**Fiscal Year**” The Department’s fiscal year will run from January 1 to December 31 of every year; and
  - (h) “**Member**” Any person owning property and/or Resident of the Watch Lake – North Green Lake Fire Protection Area who has paid their membership dues for the current fiscal year.
- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these by-laws.

2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

**Part 2 – Membership**

3. The members of the Department are the applicants for incorporation of the Department, and those persons who subsequently have become members, in accordance with these by-laws and, in either case, have not ceased to be members.

4. Any person owning property and/or Resident of the Watch Lake – North Green Lake Fire Protection Area may apply to the directors for membership in the Department and on acceptance by the directors is a member.
5. Every member will uphold the constitution and comply with these by-laws.
6. Every member will provide and maintain as current with the Department a phone number, electronic e-mail address, and resident address of that member or its representative which will be used when serving notice to that person.
7. The annual membership dues will be determined at the annual general meeting of the Department.
8. All members, who have paid their dues in the previous fiscal year, are in good standing except a member who has failed to pay his or her current annual membership fee within thirty (30) days of the fees becoming due or fails to pay any other subscription or debt due and owing by the member to the Department. Fees will be due at that beginning of each fiscal year, or January 1<sup>st</sup>. A member is not in good standing so long as the debt remains unpaid.
- 9.
10. A person shall cease to be a member of the Department:
  - (a) by delivering a written resignation to the secretary of the Department or by mailing or by delivering it to the address of the Department, or
  - (b) on death or in the case of a corporation, on dissolution; or
  - (c) upon 30 days of fees being due.

### **Part 3 – Meetings of Members**

11. General meetings of the Department will be held at the time and place, in accordance with the *Society Act*, that the directors decide.
12. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
13. The directors may, when they think fit, convene an extraordinary general meeting.
14. (1) Notice of a general meeting will be sent to the members on or before 14 days of that meeting and will specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
  - (2) Notice of any general or special meeting is deemed to be given to every member if it is advertised in the local newspaper, or if notice is mailed, electronically mailed, or handed to every member.

- (3) 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 that meeting.
15. The annual general meeting will be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

#### **Part 4 – Proceedings at General Meetings**

16. Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business conducted 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;
  - vii. the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

17. (1) Business, other than the election of a chair and the adjournment or termination of the meeting, will not be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is 5 members and 3 Directors present or a greater number that the members may determine at a general meeting.

18. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, will be terminated, but in any other case, it will 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 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

19. Subject to bylaw 20, the president of the Department, the vice president or, in the absence of both, one of the other directors present, will preside as chair of a general meeting.

20. If at a general meeting

- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
  - (b) the president and all the other directors present are unwilling to act as the chair, the members present will choose one of their number to be the chair.
21. (1) A general meeting may be adjourned from time to time and from place to place, but business will not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting will be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
22. (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
23. (1) A member in good standing present at a meeting of members is entitled to one vote. In the event multiple members own property in joint tenancy or tenancy in common to within the Fire Protection Area, the members will be entitled to one vote for that property and may choose which of the owners will exercise that vote.
- (2) Voting is by show of hands.
- (3) Voting by proxy is permitted, however, a proxy appointed by a member will be appointed for one meeting only. A permanent proxy or a proxy entitling a person or member to vote at other than one meeting or adjournment thereof is void.
24. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative will be considered as a member for all purposes with respect to a meeting of the Department.
25. The rules of procedure at an annual, general, or special meeting will be determined by the Board of Directors, or if any member objects, the Robert's Rules of Order shall be adopted for the meeting.

#### **Part 5 – Directors and Officers**

26. (1) The directors may exercise all the powers and do all the acts and things that the Department may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Department in a general meeting, but subject, nevertheless, to

- (a) all laws affecting the Department,
  - (b) these bylaws, and
  - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the Department in a general meeting.
- (2) A rule, made by the Department in a general meeting does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- (3) Any extraordinary decision including the obtaining of legal or consulting services in excess of \$2500 per matter, or not otherwise provided for in an approved budget, will be presented to the membership and approved by a majority vote of the members present.
- 27. (1) The president, vice president, secretary, treasurer are the officers of the Department, plus such other officers as may be determined at a meeting of the members of the Department, and will be chosen from the directors of the Department, by the Directors of the Department elected by the membership.
- (2) The number of directors will be 5, or a greater number not exceeding 12 directors, determined from time to time at a general meeting,
- (3) The directors of the Department will also be members of the Department and in good standing.
- (4) The officers of the Department may be removed as officers by a majority vote of the Directors.
- 28. (1) The directors will serve two year terms, and will continue to hold office until the second annual general meeting after their election as directors.
- (2) Half of the directors, or as close to half as possible, will retire from office at each annual general meeting when their successors will be elected for their two year term.
- (3) Separate elections will be held for each office to be filled.
- (4) An election may be by acclamation; otherwise it will be by ballot.
- (5) If a successor is not elected, the person previously elected or appointed continues to hold office.
- 29. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the Department, but is eligible for re-election at the meeting.

30. (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors will appoint a member to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
31. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
32. A director will cease to hold office as a director upon ceasing to be a member of the Society or upon conviction of an indictable criminal offence.
33. A director will not be remunerated for being or acting as a director but a director will be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Department.
34. Fire Chiefs, Fire Fighters, and First Responders of the Department and their significant others shall not be eligible for directorship.
35. The directors will present before the members of the Department at the Annual General Meeting a financial statement showing the income and expenditures, assets and liabilities of the Department during the previous fiscal year.

#### **Part 6 – Proceedings of Directors**

36. (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office
- (3) The president is the chair of all the 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 will act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, will, convene a meeting of the directors.
37. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated will conform to any rules imposed on it by the directors, and will report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

38. A committee will 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 directors present who are members of the committee will choose one of their number to be the chair of the meeting.
39. The members of a committee may meet and adjourn as they think proper.
40. 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 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 or directors for the meeting to be constituted, if a quorum of the directors is present.
41. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Department a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
  - (a) a notice of meeting of directors is not required to be sent to that director; and
  - (b) any and all meetings of the directors of the Department, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
42. (1) Questions arising at a meeting of the directors and committee of directors will be decided by a majority of votes.
  - (2) In the case of a tie vote, the chair does not have a second or casting vote.
43. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
44. A resolution in writing, 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**

45. (1) The president presides at all meetings of the Department and of the directors.
  - (2) The president is the chief executive officer of the Department and will supervise the other officers in the execution of their duties.
46. The vice president will carry out the duties of the president during the president's absence.
47. The secretary will do the following:
  - (a) conduct the correspondence of the Department;
  - (b) issue notices of meetings of the Department and directors;

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

48. The treasurer:

- (a) will keep the financial records, including books of account, necessary to comply with the *Society Act*;
- (b) will render financial statements to the directors, members and others when required;
- (c) will be the custodian of the funds of the Department, and subject to the control of the Directors, pay any and all bills due and payable by the Department; and
- (d) may, with the President, or in his absence with such other member or officer as may be designated by the Directors, co-sign all cheques drawn on the funds of the Department.

49. (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

(2) If a secretary treasurer holds office, the total number of directors will not be less than 5 or the greater number that may have been determined under bylaw 28 (2).

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

51. The other officer, if any are appointed by the board, will perform such duties as is determined by the members and/or the President.

#### **Part 8 – Seal**

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

53. The common seal will be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

#### **Part 9 – Borrowing**

54. In order to carry out the purposes of the Department the directors may, on behalf of and in the name of the Department, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
55. A debenture will not be issued without the authorization of a special resolution.
56. 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**

57. This Part applies only if the Department is required or has resolved to have an auditor.
58. The first auditor will be appointed by the directors who will also fill all vacancies occurring in the office of auditor.
59. At each annual general meeting the Department will appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
60. An auditor may be removed by ordinary resolution.
61. An auditor will be promptly informed in writing of the auditor's appointment or removal.
62. A director or employee of the Department will not be its auditor.
63. The auditor may attend general meetings.

#### **Part 11 – Notices to Members**

64. A notice sent by mail is deemed to have been given on the second day following the day 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. Notice by electronic mail is deemed delivered on the same day it is sent.
65. (1) Notice of a general meeting will be given to:
  - (a) every member shown on the register of members on the day notice is given; and
  - (b) the auditor, if Part 10 applies.

#### **Part 12 – Bylaws**

66. On being admitted to membership, each member is entitled, upon written request and payment of \$25 to the Department, a copy of the constitution and bylaws of the Department.
67. These bylaws will not be altered or added to except by special resolution.

68. These bylaws, as well as the books and records of the Department will be open to inspection by all members in good standing of the Department at all reasonable times, with reasonable notice at a mutually agreed upon location.
69. These bylaws of the Department may be amended at any general, special or annual meeting of the Department by a special resolution adopted by sixty-six (66) percent majority vote of the members of the Department present at any general, special or annual meeting.

**Part 13 – Fire Protection**

70. The Directors may set a rate that the Department will charge in exchange for its services when it responds to Call-Outs.
71. In the event that a member requests a Call-Out and that member is not a member in good standing, that member will pay the fees and debts owing by them to the Department in addition to an amount set at the discretion of the directors up to the amount of the current director set Call-Out rate.
72. If a member is a member in good standing, they will not be charged for a Call-Out.
73. The Directors and Officers of the Department will have the right to utilize all legal options available to them to recover debts owing to the department by any person as a result of a Call-Out.
74. Nothing in these By-Laws will require or be construed to require the Department to respond to the Call-Out of a non-member.
75. For the purposes of these bylaws, the Protection Area is that area approved at a general meeting by Special Resolution of the members.
76. The *Operational Guidelines* are those guidelines as may be set or adopted by the Directors from time to time.