



Green Timbers Heritage Society Meeting Minutes

Wednesday, December 7, 2016

Surrey Nature Centre | 14225 Green Timbers Way, Surrey, BC

Call to Order

The December 2016 Meeting of the Green Timbers Heritage Society Board of Directors was called to order at 7:03pm on December 7, 2016 at the Surrey Nature Centre by Don Schuetze.

Attendees

Don Schuetze, Michael Gibbs, Nathan Ross, Grant Rice, Bill Potma, Amar Virk, Nathan Evans, Tessa Perkins Deneault, Jim Foulkes, Ellen Edwards, Susan Lehman.



Approval of Agenda

The agenda was unanimously approved.

Schedule of meetings

Monthly board meetings will be held on the first or second Wednesday of each month at the Surrey Nature Centre, starting January 11, 2017.

Assigning of officers

President: Don Schuetze

Vice-President: Amar Virk

Secretary: Tessa Perkins Deneault

Treasurer: Jim Foulkes

Directors at large: Ellen Edwards, Susan Lehman, Deanna Welters, Bill Potma

D. Schuetze moved to accept these assignments by acclamation, seconded by T. Perkins Deneault, motion carried.

Bylaw update

N. Evans gave an update on the new bylaws of the Society that were created to comply with the new BC Societies Act. The Society will vote to approve the bylaws at the next AGM, and a 2/3 vote is needed for it to pass. It was an easy transition with the new bylaws almost the same as the previous version. They have been simplified and there are only a few minor changes. A copy of the new bylaws is attached to these minutes.

30th Anniversary of the Green Timbers Urban Forest

2018 will mark the 30th anniversary of the Urban Forest, and planning should start early to ensure the occasion is marked in a significant way.

SNAP Report

N. Ross gave a report on recent activities of the SNAP Program. He is working hard on finding grant funding and promoting the SNAP program to ensure its sustainability and expansion. There is promise of a new SNAP team dedicated to stand alone trees such as boulevard trees. There is also the potential that we will have a Fall 2017 SNAP team. N. Ross is researching potential new vehicle rental companies for the program. He is also working on formalizing the volunteer program and organizing a meeting of all the partner organizations who are a part of SNAP (Green Timbers Heritage Society, Sunnyside Acres Heritage Society, South Surrey and White Rock Naturalists, and the City of Surrey). G. Rice offered to help with grant writing. J. Foulkes mentioned that some clean up of the Ceridian payroll system is needed.

Action Item: N. Ross to share list of grants and associated deadlines

Money from filming in the forest

The Society received a donation of \$3,000 from film crews that used the forest as a filming location. D. Schuetze proposed that the money be directed to the Surrey Nature Centre or other city or parks programming because the city requested the funds and passed them on to the Society. Many others felt that the money should be used for activism and working to raise awareness and fight further development. Perhaps filming in the forest could be an occasional revenue stream for the Society.

J. Foulkes brought up the proposed low-income housing developments that would be within the original Green Timbers forest. *The Now* news story:

<http://www.thenownewspaper.com/news/402504145.html>

E. Edwards has committed to working on organizing the GTHS archives during her last year on the board.

M. Gibbs, president of the Surrey Historical Society (<http://www.surreyhistory.ca/>), discussed the possibility of applying to designate Green Timbers a National Historic Site. He also sees an opportunity to formalize a relationship between our two societies and to be involved in each other's activities.

Action item: M. Gibbs to look into this opportunity and provide an update in January.

A. Virk expressed the importance of focusing on growing our membership, gaining support for our petition, and capitalizing on press coverage.

D. Schuetze remarked that the meeting had a theme of community outreach, and we should also focus on this in the coming year.

Adjournment

The December 2016 meeting of the Green Timbers Heritage Society Board of Directors was adjourned at 8:40pm by D. Schuetze. The next meeting of the GTHS Board of Directors will be held January 11, 2017.

Minutes submitted by: Tessa Perkins Deneault

Attachments: Proposed new bylaws of the Green Timbers Heritage Society
Bylaws of *Green Timbers Heritage Society* (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 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board’s acceptance of the application.

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 The amount of the annual membership dues, if any, must be determined by the Board.

2.3.1 The amount so determined is CDN \$5 per year or \$20 per five years, payable to the Member Coordinator, or to the President or Treasurer.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member’s annual membership dues, if any, and the member 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 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

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.

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.

Chair of general meeting

3.4 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

- 3.5** 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

- 3.6** 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

- 3.7** 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

- 3.8** 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

- 3.9** 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

- 3.10** 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

3.11 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

3.12 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) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (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

3.13 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

3.14 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

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

- 3.16** 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.

Part 4 – Directors

Number of directors on Board

- 4.1** The Society must have no fewer than 3 and no more than 11 directors.

Election or appointment of directors

- 4.2** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

- 4.3** The Board may, at any time, appoint a 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.

Notice of directors' meeting

- 5.2** At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

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, 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.

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 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) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (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 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.

Part 7 – Remuneration of Directors and Signing Authority

Remuneration of directors

7.1 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

7.2 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 signatures, by any 2 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 8 – Transition Import from Previous Constitution

Sections imported from original Constitution of the Society

8.1 The affairs of the Society shall be conducted so as to promote the purposes of the Society and the Society shall not carry on activities for the purpose of the personal financial gain of its members. This provision was previously unalterable.

8.2 Upon the winding up or dissolution of the Society and after payment of all debts and liabilities the remaining property of the Society shall be distributed or disposed of within one year to such organization or organizations with similar purposes in British Columbia, as may be determined by the members of the Society at the time of ending up or dissolution, provided that each such organization is either a registered charity or qualified donee recognized by

Revenue Canada Taxation to be qualified as such under the Income Tax Act of Canada from time to time in effect. This provision was previously unalterable.