

## **BYLAWS**

### **Interpretation**

In these bylaws, unless the context otherwise requires:

- a. "Directors" means the Directors of Recycling Council of British Columbia Board.
- b. "RCBC" means Recycling Council of British Columbia
- c. "Board" means the collective group of Directors.
- d. "AGM" means annual general meeting.
- e. "Society Act" means the Society Act of British Columbia from time to time in force and all amendments to it.
- f. "Motion" refers to any proposal made at any other meeting of RCBC.

### **1. Membership:**

1.0. Membership in RCBC shall commence immediately upon approval by the Board.

1.1. Membership and voting rights may be granted by the Board to any Group or an Individual, having paid a membership fee and agreeing to uphold the Constitution, Bylaws and Member Code of Conduct.

1.2. Honorary Membership is determined to be a non-paying, non-voting member selected at the discretion of the Board in recognition of an individual's service in promoting the goals and purposes of RCBC.

#### **1.3. Sectoral membership categories of RCBC:**

1.3.1. Individual. Any individual, other than those conducting business, or working in a position on a regular basis, in an organization addressing sustainability efforts.

1.3.2. Not-for-profit societies, associations, hospitals, institutions (outside of government), libraries, schools, colleges, universities, student associations and similar entities.

1.3.3. Government - Cities, towns, municipalities, villages, regional districts, provincial and federal ministries, agencies and similar government entities.

1.3.4. Industry - For profit companies, corporations, businesses, consultants, industry associations, stewardship agencies and similar entities.

1.4. **Membership Termination** - Membership in RCBC shall cease and/or members shall not be in good standing by reason of:

1.4.1. Resignation.

1.4.2. Non-payment of past dues prior to the end of the current fiscal year.

1.4.3. Non-compliance with any part of the RCBC Constitution, Bylaws or Member Code of Conduct.

1.4.4. Expulsion, by resolution at any general meeting, after due notice has been given to all voting members, and the member has been given full right of hearing at a prior Board meeting.

### **2. Meetings**

- 2.1. Annual General Meetings shall be held no later than September 15 of each year.
- 2.2. General Meetings of RCBC may be held throughout the year.
- 2.3. Special Meetings of RCBC must be called by the Board upon written request of 10% of the voting members.
- 2.4. Robert's Rules of Order shall govern conduct of all meetings.
- 2.5. Members shall be given at least 14 days notice of a General or Special meeting, together with time, date, place, and purpose of the meeting.
- 2.6. Passage of a Resolution, at any meeting, shall require a simple majority of those members present.
- 2.7. All members may attend RCBC general meetings and have the right to speak, but may attend and speak at Board meetings once a request has been Board approved.
- 2.8. At the AGM, members will appoint for the coming year, either an auditor, or two members, other than the Treasurer, to audit the accounts.
- 2.9. Quorums
  - 2.9.1. At Annual, General and Special Meetings of the Council a quorum shall consist of the greater of 10, or 5% of members.
  - 2.9.2. At Board Meetings, a quorum shall consist of five members of the Board.
- 2.10. Voting
  - 2.10.1. At Council Meetings each Member shall have one vote.
  - 2.10.2. At Board Meetings, each Director has one vote.
  - 2.10.3. At all Meetings, proxy votes are not permitted.
  - 2.10.4. Board meetings may be held as 'virtual' meetings utilizing telephone, email, internet or any other technologies as may be available.
  - 2.10.5. Each member is entitled to vote for Directors of the Board annually as specified in section 3.1.3. Voting will be by electronic means. Each member will receive notice at least 60 days prior to the AGM containing voting procedure information.

### **3. Officers, Directors, and the Board of Directors (Board of RCBC):**

- 3.1.0. The Officers and Directors shall:
  - 3.1.1. Directors: Elected to a maximum of 12 (twelve) and one (1) who is acclaimed as the immediate Past Chair, for a total of 13 (thirteen) whom shall perform duties as directed by the Board.
  - 3.1.2. The Board shall consist of four (4) Directors from industry, three (3) Directors each from governments and non-profits and, two (2) Directors who are individuals.
  - 3.1.3. Be elected for a two (2) year term. In even-numbered years, elections shall be held in the industry and government sectors, and in odd-numbered years, elections shall be held in the individual and non-profit sectors.

- 3.1.4. Hold office until installation of Officers and Directors at the subsequent Annual General Meeting, according to bylaw 3.1.3.
- 3.1.5. Be elected from persons in any class of membership.
- 3.1.6. Serve without remuneration except for out of pocket expenses.
- 3.1.7. Be removed from office by a three-quarter vote of the Board for due cause, such as missing three (3) consecutive Board meetings, for noncompliance of the member code of conduct, or conduct prejudicial to the Constitution or Bylaws
- 3.1.8. Except for the immediate Past Chair, Directors shall be nominated after a notice requesting names and biographies is distributed to members 90 days prior to the Annual General Meeting. Each member shall receive a ballot listing the nominees at not more than 60 days prior to each Annual General Meeting. Members will have 30 days from that point to vote.
- 3.1.9. Board meeting attendance may take place either in person, teleconference or by use of virtual technologies.
- 3.1.10. The Executive Committee of the RCBC Board shall be those elected directors selected to executive positions by a majority vote of the Board. Their duties shall be:
- 3.1.11. Chair. Chairs all meetings of RCBC and the Board. Be ex-officio, a member of all Committees. Co-ordinates the duties of the Officers, Directors, and Committees.
- 3.1.12. Immediate Past Chair. Performs duties as directed by the Board.
- 3.1.13. Vice Chair. Acts in the absence of, or at the request of the Chair, and performs duties as directed by the Board.
- 3.1.14. Secretary. Ensures that minutes of all RCBC and Board meetings are maintained. Oversees the correspondence of the RCBC Board. Oversees issuance of notice of all meetings. Ensures the non-fiscal records and documents of RCBC are safeguarded.
- 3.1.15. Treasurer. Ensures that RCBC financial accounts, books and records are maintained. Renders financial reports for all meetings.

3.2. The Board of Directors (RCBC Board) shall:

- 3.2.0. Be comprised of a maximum of 13 (thirteen) consisting of (5) Officers as named in 3.1.11 to 3.1.15 and (8) Directors at Large.
- 3.2.1. Have full authority to conduct and govern the affairs of RCBC using a policy governance model.
- 3.2.2. Meet once a quarter with a minimum of four times per year or as required.
- 3.2.3. Fill vacancies on the Board from members.
- 3.2.4. Appoint committees as required with terms of reference.
- 3.2.5. Set memberships and other fees, honorariums, grants, and the salary for the Chief Executive Officer.
- 3.2.6. Raise, borrow, loan and repay funds, or enter into contracts subject to the

B.C. Society Act.

- 3.2.7. Ensure that a budget is approved prior to expenditure of any funds.
- 3.2.8. Appoint each year, either an auditor, or two members, other than the Treasurer, to audit the accounts.
- 3.2.9. Delegate duties which from time to time may be required.
- 3.2.10. Designate signing authority to at least two signing Officers/Directors.
- 3.2.11. Appoint to the Board a non-voting Chief Executive Officer to whom operational authority and day-to-day executive management of RCBC is delegated.

**4. General:**

- 4.1. Amendments to the Constitution and/or Bylaws of RCBC must be submitted, in writing, to the Board for consideration.