

Minutes of the June 23, 2020 BC Nature AGM @ 7 PM on Zoom

See list of participants attached. 68 participants at the start of the meeting
President- Harry Crosby, Minutes- Susan Thorne

- 1) **Motion:** John Neville/ Gail Kenner- To approve the agenda. Carried.
- 2) **Motion:** Sandra Kinsey/ Alan Burger- To approve the minutes of the Fall General Meeting in Pitt Meadows, October 5, 2019. Carried.
- 3) **Motion:** Bev Ramey/ John Neville- To approve the financial report of The Federation of BC Naturalists for 2019 as prepared by the external accountants Reid Hurst Nagy Inc. (page 59 of the annual report). Carried.
- 4) **Motion:** Stephen Partington/ Gail Kenner- To appoint Reid Hurst Nagy Inc. as their external accountants, to review the financial statements of The Federation of BC Naturalists for 2020. Carried.

5) Presentation of New Board

The following were elected to sit on the board- Regional Coordinator- Kootenay- Wendy Maisonneuve, Regional Coordinator-Northern BC- Walter Thorne, Director at large- James Casey.

List of board members- President- Harry Crosby,
Vice President- vacant,
Past President- Alan Burger,
Treasurer- vacant,
Secretary- Susan Thorne,
Alternate Secretary- vacant,
Conservation Chair- Peter Ballin,
Education Chair- Margaret Cuthbert,
Kootenay Coordinator- Wendy Maisonneuve,
Lower Mainland Coordinator- Sheila Puls,
Vancouver Island Coordinator- John Neville,
Northern BC Coordinator- Walter Thorne,
Thompson/ Okanagan/ Shuswap Coordinator- Gary Hunt,
Directors at Large- Rick Gee, James Casey.

A new treasurer was elected and then she resigned, so we need a treasurer, a vice president and alternate secretary.

- 6) BC Naturalists' Foundation Report- verbal report given by Stephen Partington. See BC Nature website for more information.

Stephen spoke about grants for BC Nature clubs who apply for projects which promote conservation and education and how the Foundation is funded.

- 7) NatureKids Report- verbal report given by Rebecca Clapperton Law
Thanked Betty and the naturalist mentors for all their help. NatureKids is 20 years old.

- 8) Strategic Plan Report- a brief verbal report given by Harry Crosby
It is page 47 of the annual report, posted on the website

It is not on the agenda for discussion or approval as it will be difficult for such a large number of people to discuss such a detailed report in Zoom meeting on the internet

The plan has been approved by the board

If anyone wishes to comment on the report, please send your comments to Harry at harry_crosby@telus.net

9) Special Resolutions to change the bylaws- for exact wording see the attached schedule.

a) First special resolution article 6-

This resolution relates to the number of members that can be elected to the Council of Representatives by each club. There is no change in the number. Council of Club Representatives Background Clauses 6.2 (2) and 6.2 (4) describe how many Club Representatives, Federated Clubs and Direct Members may send to General Meetings. Both clauses are subject to multiple interpretations.

Motion: Gail Kenner/ Sheila Puls - Carried unanimously by 66 votes with 1 abstention

For the text of the resolution see Schedule 1 attached

b) Second special resolution article 7-

Board Members and Officers Background Article 7.2 describes the positions on the Board of Directors, who (and in what numbers). The categories are Officers of the Society, Regional Coordinators, chairs of selected Standing Committees and Directors at Large. The Board feels that more flexibility is needed, particularly as it relates to chairs of standing committees and Directors at large.

Motion: Stephen Partington/ Rick Gee. - Carried. unanimously by 67 votes with 3 abstentions

For the text of the resolution see Schedule 1 attached

c) Third special resolution article 11-

- 1) The reason for this is because many of the officers and directors live a distance from the office. It is very slow to mail cheques from the office, around the province for signature
- 2) The wording corrects an error in drafting, the important part of the clause permitting the board to make the appointments item 2 in clause (11.6) was omitted from the previous draft
- 3) The error arose because an early draft, not the final draft of the change was circulated and voted on.

Motion: Sheila Puls/ Kees Visser. – Carried unanimously by 62 votes with 1 abstention

For the text of the resolution see Schedule 1 attached

10) Resolution regarding Ecological Reserves (page 45 of the annual report posted on the website)
Stephen Ruttan – Steve is on the boards of both VNHS and the Friends of Ecological Reserves

Motion: Stephen Ruttan/ Cynthia Crampton. – Carried unanimously with 1 abstention

For the text of the resolution see Schedule 2 attached

11) Any other matters for discussion

a) Nature Guide, - setting aside 17% - special places

- i) This has a contest – earn money for club
- ii) Club can distribute funds as see fit
- iii) Not restricted to nominate a place in your area, but make sure the location is not already on the nature guide
- iv) Search For
- v) Read about the contest in the latest copy of the magazine
- vi) participate

b) Nature Based Climate Solutions

- i) student developing a global warming education package
- ii) last AGM identified global warming as an important topic

12) Announcement of awards- Margaret Cuthbert

1	BC Nature Merit Award		Bev Ramey
2	BC Nature Merit Award		Anne Murray
3	BC Nature Regional Award	This Award is presented to a member of BC Nature who has served with dedication, devotion and energy to further BC Nature across the Region	Fred McMechan
4	BC Nature Volunteer Appreciation Award	This Award recognizes those persons, whether members or outside BC Nature, whose outstanding contribution, though not made through a Club or Region, is, nevertheless, of great value to BC Nature.	Tom Bears, posthumously
5	BC Nature Club Service Award	This Award is presented to a person or persons belonging to a member Club recognizing their outstanding service at a local level.	Roland Gebauer
6	BC Nature Club Service Award	This Award is presented to a person or persons belonging to a member Club recognizing their outstanding service at a local level.	Christine Sarembe & John Sarembe

13) Scholarship Award winners- Bert Brink Scholarship- to Hannah Hall from Nanaimo and a member of the Cowichan Valley Naturalists Society, and the Rene Savenye Scholarship- to Rachael Tancock from Victoria and a member of the Victoria Natural History Society.

14) Next meeting date – Princeton – date to be announced- April/May 2021

15) **Motion:** Phil Lambert/ Susan Thorne- To adjourn the meeting. Carried.

SCHEDULE 1

FIRST SPECIAL RESOLUTION

ARTICLE 6 Council of Club Representatives

Whereas Clauses 6.2 (2) and 6.2 (4) are subject to various interpretations, be it resolved that clauses 6.2 (2) and (4), reading

6.2 Election of Representatives to the Council

- 2) Each Federated Club shall select or appoint one Club Representative for the first 300 Members or portion thereof, and one additional Club Representative for each additional 200 Members.
- 4) Direct Members who are not also Federated Members may elect from among their Members for a period of two years one Club Representative for each 300 Direct Members or portion thereof, and one additional Club Representative for each additional 200 Direct Members.

shall be deleted and replaced with the following text

- 2) Each Federated Club shall select or appoint one Club Representative for the first 300 Members or portion thereof, and one additional Club Representative for each additional 200 Members or portion thereof (i.e., 301 to 500 members allows two representatives, 501 to 700 allows three, and so on).
- 4) Direct Members who are not also Federated Members may elect from among their Members for a period of two years one Club Representative for each 300 Direct Members or portion thereof, and one additional Club Representative for each additional 200 Direct Members or portion thereof. (i.e., 301 to 500 members allows two representatives, 501 to 700 allows three, and so on)

SECOND SPECIAL RESOLUTION

ARTICLE 7 Board Members and Officers

Whereas Bylaw 7.2 is unnecessarily prescriptive is describing the structure of the Board of Directors, be it resolved that Bylaw 7.2 reading

7.2 Composition

- 1) The Board of Directors shall consist of the following Positions:
 - (i) the five Officers of the Society;
 - (ii) the Member elected to Chair the Conservation Committee;
 - (iii) the Member elected to Chair the Education Committee;
 - (iv) the Member elected to Chair the Communication Committee;
 - (v) the five Regional Coordinators; and
 - (vi) up to two Directors at Large.
- 2) The Board shall consist of no more than 15 (fifteen) Members.

shall be deleted and replaced with the following text

Composition

The Board of Directors shall consist of no more than 15 (fifteen) Members.

The Board of Directors shall consist of the following Positions:

The five Officers of the Society;

The five Regional Coordinators and

Five additional directors (the “Additional Directors”) each of whom shall be designated by the Council of Club Representatives as the chair of an identified standing committee or as a Director at Large.

The Board of Directors, with the agreement of any Additional Director affected by its decision:

- May reassign an Additional Director who has been designated as the chair of a standing committee to chair one or more different standing committees or to sit as a Director at Large and
- May reassign an Additional Director who is a Director at Large to chair one or more standing committee.

THIRD SPECIAL RESOLUTION

ARTICLE 11 DUTIES OF OFFICERS

Whereas BC Nature has difficulty arranging for two signing officers available in the Lower Mainland, to sign cheques, especially during holiday travel, be it resolved That Clause 11.6, reading

11.6 Signing Officers and Deposits

- 1) The Society may have as many as five signing officers for all banking purposes including, and not limited to, the purposes of making deposits, endorsing cheques, approving electronic payments and approving or endorsing transfer of funds.
- 2) Of the 5 signing officers
 - (i) Two signing officers must be Officers of the Society
 - (ii) of the three remaining signing officers, two must be Directors of the Society and the remaining one may be a Director or a member of the society.
- 3) All cheques, electronic payments and transfers of funds must be approved and endorsed or facilitated on-line by two signing officers.
- 4) Any signing officer who is not a Director will have the duties of a Director, namely to act honestly and in good faith with a view to the best interests of the society and exercise the care, diligence and skill of a reasonably prudent individual, when acting as a signing officer for the Society.
- 5) The Office Manager shall be a delegated manager of the society, with authority limited to:
 - (i) making deposits;
 - (ii) preparing cheques, fund transfers and electronic payments for approval and signing by the signing officers;
 - (iii) receiving bank statements and
 - (iv) having access to on-line accounting services for the purpose of viewing transactions.

shall be deleted and replaced with the following text

11.6 Signing Officers and Deposits

- 1) The Society may have as many as five signing officers for all banking purposes including, and not limited to, the purposes of making deposits, endorsing cheques, approving electronic payments and approving or endorsing transfer of funds
- 2) The Board of Directors shall appoint the signing officers.
Of the five signing officers
Two must be Officers of the Society,

The remaining three may be any combination of members, Directors or Officers of the Society.

All cheques, electronic payments and transfers of funds must be approved and endorsed or facilitated on-line by two signing officers.

Any signing officer who is not a Director will have the duties of a Director, namely to act honestly and in good faith with a view to the best interests of the Society and exercise the care, diligence and skill of a reasonably prudent individual, when acting as a signing officer for the Society.

The Office Manager shall be a delegated manager of the Society, with authority limited to:

- making deposits;
- preparing cheques, fund transfers and electronic payments for approval and signing by the signing officers;
- receiving bank statements and
- having access to on-line accounting services for the purpose of viewing transactions.