

# The International Log Builders' Association Bylaws

(Amended by Special Resolution April 28, 2007)

## Part 1- Interpretations

### 1.1 Definitions

- (a) In these Bylaws, unless the context otherwise requires,
  - (i) "Applicant" means a person making application for membership in the Association;
  - (ii) "Association" means the International Log Builders' Association;
  - (iii) "Auditor" has the same meaning as defined by the Society Act;
  - (iv) "Directors" or "Board" means the board of Directors of the Association for the time being;
  - (v) "Disciplinary Meeting" means a meeting of the Board to adjudicate any disciplinary matter with respect to a member;
  - (vi) "Ordinary resolution" means
    - (a) a resolution passed in general meeting by the members by a simple majority of votes cast in person;
    - (b) a resolution that has been submitted to members and consented to in writing by 75% of the members who would have been entitled to vote on it in person at a general meeting;
    - (c) when voting in writing, a resolution passed by a simple majority of votes cast in respect to the resolution;
  - (vii) "Registered Address" means the member's address as recorded in the Association's register of members;
  - (viii) "Registrar" means the Registrar of Companies of the Province of British Columbia;
  - (ix) "Reported member" means a member who is the subject of a report pursuant to 2.8(b);
  - (x) "Representative" means an individual appointed by a company member to qualify the company for membership and with authority to act on its behalf;
  - (xi) "Special resolution" means
    - (a) a resolution passed in general meeting by a majority of not less than 75% of the votes of those members who vote in person;
    - (b) when voting in writing, a resolution passed by at least 75% of the votes cast in respect of the resolution;
  - (xii) "Society Act" means the Society Act of the Province of British Columbia and all amendments to it;
- (b) In addition to subparagraph (a), the definitions of the Society Act on the date these Bylaws become effective apply to these Bylaws.

- 1.2 Words importing the singular include the plural and vice versa; and words importing a person include a company or corporation.

## **Part 2 – Membership**

- 2.1 The members of the Association are the persons who have been accepted for membership by the Directors.

- 2.2 The types of membership are
  - (a) Individual membership;
  - (b) Company membership;
  - (c) Employee membership for qualified employees of member companies;
  - (d) Student membership for qualified full-time;
  - (e) Honorary membership for those who have made exceptional contribution to the purposes of the Association.
  - (f) Lifetime members shall be honorary members.

- 2.3 A company member shall appoint a representative.

- 2.4 Application for membership:
  - (a) An Applicant for initial and renewal membership shall apply to the Directors for membership in the Association in such manner as may be prescribed by the Directors from time to time. Consideration for initial and renewal membership shall include, but is not limited to, the following:
    - (i) Applicant's application content including the written consent to abide by the Association's Constitution, Bylaws and Code of Ethics, and
    - (II) Directors' determination of the fitness of the Applicant to abide by the Association's Constitution, Bylaws and Code of Ethics, and
    - (III) Payment in full of one year's dues.
  - (b) The President or Secretary shall cause the Applicant to be advised in writing of the Board's decision to accept or decline the application for membership and, in the event membership is declined, the reasons therefore.
  - (c) An Applicant who is declined for membership pursuant to paragraph 2.4(b) may submit a written request for a hearing before the board and the President shall convene a meeting of the Board within sixty (60) days of receipt of the request. The President or Secretary shall inform the Applicant in writing of the Board's decision within thirty (30) days from the hearing date.

- 2.5 Annual Dues

- (a) The Directors may determine from time to time the amount of the annual dues payable to the Association by members.
- (b) Dues shall be payable annually and are due in the anniversary month of joining the Association.

- (c) Any member who ceases to be a member for any reason shall not be entitled to any refund of dues paid.
- 2.6 A membership interest in the Association is not transferable and lapses and ceases to exist:
- (a) On the date of the President's or Secretary's receipt in writing of the member's resignation;
  - (b) Upon the date of the death of the member or, in the case of a company, upon:
    - (i) The date of dissolution, or
    - (ii) The death of the company's representative provided that a replacement representative is not nominated by the company within thirty (30) days and approved by the Board.
  - (c) Sixty (60) days after the anniversary date of a member's annual membership when the renewal application and annual dues have not been received from the member;
  - (d) On the date of the Directors' denial of a renewal application for membership;
  - (e) On the date of termination of membership pursuant to paragraph 2.8(f);
  - (f) On the date that is six (6) consecutive months after a member's membership status has become not in good standing.
- 2.7 A member of the Association shall be in good standing provided that the member owes no outstanding membership dues or other debts to the association for more than thirty (30) days;
- 2.8 Conduct and Discipline
- (a) Every member shall uphold and comply with:
    - (i) The Constitution and Bylaws as established and amended from time to time; and
    - (ii) A Code of Ethics as may be established and amended from time to time by the members of the Association.
  - (b) The initiating of a disciplinary action shall be by a report in writing to the President (or in the case of a conflict of interest, to the Vice-President) of a member's (the Reported member's):
    - (i) Breach of the Constitution, Bylaws or Code of Ethics; and
    - (ii) Any other conduct that raises a substantial question as to the Reported member's fitness as a member of the Association.
  - (c) The President shall distribute a report received pursuant to paragraph 2.8(b) among the Directors (but excluding any Director who is or may be reasonably perceived to be in a conflict of interest) and the Directors shall:
    - (i) Dismiss the matter and take no further action; or
    - (ii) Refer the matter to a committee for further investigation and recommendation; or
    - (iii) Convene a Disciplinary Meeting.

(d) The President or Secretary shall provide to the Reported member not less than thirty (30) days prior to the date of the Disciplinary Meeting:

- (i) Written notice of the time, date, place (or manner) and purpose of the Disciplinary Meeting;
- (ii) Written particulars of the complaint against the Reported member; and
- (iii) Copies of all documentation in the possession of the Association relevant to the matter.

(e) A Reported member shall be required to attend at a Disciplinary Meeting in person or by telephone if all Directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other. If a Reported member fails to attend the Disciplinary Meeting after due notice, the Board may choose to reschedule the meeting or proceed to hold the meeting without the attendance of the Reported member if it is deemed by the Board that the failure of the member to attend is solely for the purposes of delaying or frustrating the attempts of the Board to hold the Disciplinary Meeting.

(f) At the conclusion of a Disciplinary Meeting and upon hearing from the Reported member, if in attendance, and such other persons as the Board may deem necessary, the board shall:

- (i) Dismiss the matter;
- (ii) Adjourn the matter on such terms as it deems appropriate; or
- (iii) Impose disciplinary action including, but not limited to, a written reprimand.

(g) A Disciplinary Meeting must be held in private. Any disciplinary action as determined by the Board pursuant to these Bylaws shall be kept confidential by the Board except for a public reprimand of a member. A public reprimand may include whatever details the Directors deem appropriate, including naming the member(s) being reprimanded, and which may be published in a manner as the Directors deem appropriate to the membership at large.

(h) A permanent record of all disciplinary matters (private and public) shall be maintained by the Association, and may be used by the Board when considering an application (initial or renewal) for membership.

### **Part 3 – Meetings of Members**

3.1 General meetings of the Association shall be:

- (a) held in accordance with the Society Act, and
- (b) at such time and place within in the Province of British Columbia, Canada, or at a place outside British Columbia that the Registrar approves on application by the Association.

3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

- 3.3 The Directors may, when they think necessary, convene an extraordinary general meeting.
- 3.4 Notice
- (a) Notice of a general meeting shall be given to the members in accordance with the Society Act and part 11 of these Bylaws and specify the place, day and hour of meeting and, in case of special business, the general nature of that business.
- (b) The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any of the members entitled to receive notice, does not invalidate proceedings at that meeting.
- 3.5 An annual general meeting of the Association shall be held at least once in every calendar year and not more than fifteen (15) months after holding of the preceding annual general meeting.
- 3.6 Minutes of each annual general meeting of the membership shall be published to the general membership in a medium approved by the Directors within ninety (90) days after the annual general meeting. The exact content of the minutes to be published shall be adopted by the Directors and approved by a vote of the membership present at the next annual general meeting of the membership.

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

- 4.1 Special business is
- (a) all business at an extraordinary general meeting except the adoption of rules of order;
- (b) all business transacted at an annual general meeting, except:
- (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 other business that, under these Bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 4.2 Quorum
- (a) A quorum for a general meeting is seven percent (7%) or more of the total membership who are present and entitled to vote at the commencement of the meeting.
- (b) If within fifteen (15) minutes from the time appointed for a general meeting a quorum is not present, the meeting must stand adjourned.
- (c) If a sufficient number of members is present for a quorum as defined in 4.2(a) above at the beginning of the meeting, then a quorum is deemed to

exist throughout the meeting regardless of the number of members who leave a meeting before adjournment.

- 4.3 The President of the Association, the Vice President or, in the absence of both, one of the other Directors present, shall preside as chair of a general meeting. If at a general meeting:
- (a) there is no President, Vice-President or other Director present within fifteen minutes (15) after the time appointed for holding the meeting, or
  - (b) the President, Vice-President or any other Director is unwilling to act as the chair, then
  - (c) the members present shall choose one of their number to be the chair.
- 4.4 Conduct of business
- (a) A resolution proposed at a meeting need not be seconded;
  - (b) The chair of a meeting may move or propose a resolution;
  - (c) In case of a tie vote, the chair shall not have a casting or second vote in addition to the vote to which the chair may be entitled as a member and the proposed resolution shall not pass.
- 4.5 Voting
- (a) A member-in-good-standing present at a meeting of members is entitled to one (1) vote.
  - (b) Voting is by show of hands unless a poll is requested by a member entitled to vote.
  - (c) Unless a poll is requested, a declaration by the chair that a resolution has, on the show of hands, been carried is conclusive evidence of the fact without further proof of the number or proportion of votes recorded in favour of or against a resolution;
  - (d) A poll, if demanded shall be taken in whatever manner the chair thinks proper, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was requested;
  - (e) A company member votes through its representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Association.
  - (f) Voting by proxy is not permitted
- 4.6 Order of Business
- (a) The order of business shall be as follows at all general meetings of the Association and (as applicable) meetings of the Directors and committees:
    - (i) Call to order
    - (ii) election of the chairperson of the meeting, if necessary,
    - (iii) Verification of a quorum
    - (iv) Reading and approval of the directors' adoption of the minutes of the previous annual general meeting
    - (v) Receiving of communications

- (vi) Report of Directors
- (vii) Reports of Officers
- (viii) Reports of committees
- (ix) Unfinished business
- (x) New business
- (xi) Elections
- (xii) Adjournment

(b) This order of business may be altered or suspended at any meeting by the chair.

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

### **5.1 Directors' Power**

(a) The Directors must, subject to the Society Act and these Bylaws, manage or supervise the management of the business and affairs of the Association and shall have the authority to exercise all such powers of the Association as are not, by the Society Act or by these Bylaws required to be exercised by the members of the Association.

### **5.2 The Directors**

(a) The number of Directors of the Association shall be nine (9). No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

(b) Each Director, at the time of election:

- (i) Shall be a member-in-good-standing (which must continue throughout the term of office);
- (ii) Must provide written consent to appointment as a director;
- (iii) Be qualified to act as a Director of a company pursuant to the business corporations act as amended from time to time.

(c) Three (3) directors shall be elected to three (3) year terms at each annual election.

### **5.3 Election of Directors**

(a) The President may appoint a Nominating Committee of three (3) members whose duty it shall be to solicit candidates for Directors.

(b) At least three (3) months before the annual election, this committee shall notify the Directors of its list of candidates.

(c) The list of candidates, as accepted or modified by the Directors, shall be published in ballot form at least thirty (30) days prior to the election and sent to the last recorded address of each member, together with notice of the date of the election.

(d) Independent nominations for Director may also be made by any member-in-good-standing, provided such nomination is submitted to the Secretary at least sixty (60) days prior to the election. Independent nominations must be endorsed by at least ten (10) members-in-good-standing.

- (e) An election shall be held by a written ballot at least thirty (30) days prior to the end of each calendar year.
- (f) The Directors whose terms of office are complete shall retire from office at the end of the calendar year.
- (g) A Director shall be eligible for re-election if otherwise qualified.
- (h) No Director may serve more than two (2) full consecutive terms.
- (i) There shall always be at least one (1) Director who is a resident of the Province of British Columbia.

#### 5.5 Vacancies

- (a) The Directors may at any time and from time to time appoint a member to fill a vacancy in the Directors.
- (b) A Director so appointed holds office only until the end of the term of office for the Director whose seat was vacated. An appointed Director is eligible for re-election.

#### 5.6 Removal of Directors

- (a) On the date a Director is determined to be no longer a member-in-good-standing, that Director's office shall be declared vacant and the position filled as stated in section 5.5 above.
- (b) If a Director has been determined by the process described in these Bylaws to have breached the Code of Ethics but not resulting in the loss of the Director's membership-in-good-standing, then the Directors, by a two-thirds (2/3) majority vote, may remove the Director from office, declare the office vacant and fill the position as stated in section 5.5 above.
- (c) If a Director, without reasonable cause as determined by a majority vote of the Directors, is absent from three (3) or more Directors' meetings in a given year, the office shall be declared vacant and the position filled as stated in section 5.5 above.
- (d) A Director may be removed from office without cause by a special resolution of the membership and another Director may be elected, or appointed by ordinary resolution, to serve during the balance of the term.

#### 5.7 No Director shall be remunerated for being or acting as a Director, but a Director:

- (a) May be reimbursed for all expenses necessary and reasonably incurred while engaged in the affairs of the Association, and
- (b) Who performs any professional or other services for the Association that, in the opinion of the Directors, are outside the ordinary duties of a Director, or if any Director is otherwise specially occupied in or about the Association's business, he or she may be paid remuneration fixed by the Directors.

5.8 Each person who has been, now is or shall hereafter be a Director of the Association shall be indemnified to the extent of the maximum amount available from any insurance proceeds that may cover individual Director liability provided

by the Association and any additional amount provided from the Association treasury fund as determined by the Directors and as permitted by law against all reasonable expenses incurred in connection with any action, suit, proceedings or the settlement or compromise thereof, or payment of any judgment or fine resulting therefrom in which the Director may become involved by reason of any action taken or omitted by that Director, provided that such action was taken or omitted in good faith for the Association.

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

### **6.1 Directors' meetings**

(a) The Directors may meet together to dispatch business, adjourn and otherwise regulate their meetings and procedures as they see fit.

(i) No formal notice of meeting shall be necessary if all Directors are present, or if those absent have signified their consent to the meeting being held in their absence.

(ii) A Directors' meeting may also be held without notice immediately following the annual general meeting of the Association.

(b) A Director may at any time, and the Secretary, upon the request of a Director, shall, convene a meeting of the Directors. Written notice of such meetings shall be delivered to each Director not less than five (5) days before the meeting is to take place.

(c) Regular meetings

(i) The Directors may appoint a day, time, and method or place in any month(s) for regular meetings.

(ii) No notice of such regular meetings need be sent.

(d) The Officers may meet together, dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit.

(e) A meeting of the Directors may be held in person, by telephone conference call or by other communications technology. Directors who participate in a meeting by telephone or other communications technology shall be considered to have attended the meeting.

(f) Within thirty (30) days of each Directors meeting, the Secretary shall deliver a proposed draft of the minutes of such meeting which shall be adopted or amended and adopted at the next Directors' meeting.

(g) Meetings of the Directors concerning ethics violations shall be closed to members and the public except by invitation of the Directors.

### **6.2 Directors' Meeting Procedures**

(a) The quorum necessary to transact business shall be a majority of the Directors then in office.

(b) The President shall be chair of all meetings of the directors. The Vice-President shall act as chair in the President's absence. If neither is present, the Directors present may choose one of their number to chair that meeting.

- 6.3 Committees Appointments  
(a) The Directors may delegate any, but not all, of their powers to committees and others consisting of the Director(s) and members-in-good-standing they think fit. Directors shall continue to oversee such delegated powers and acts.
- 6.4 Committee Procedures  
(a) A committee shall elect a chair of its meetings.  
(b) The members of a committee may meet and adjourn as they think proper.
- 6.5 Voting  
(a) Questions arising at a meeting of the Directors or a committee shall be decided by a majority of votes, unless otherwise required by these Bylaws or the Society Act.  
(b) In case of an equality of votes, the chair does not have a second or casting vote and the measure does not pass.
- 6.6 No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chair of a meeting may move or propose a resolution.
- 6.7 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is valid and effective as if regularly passed at a meeting of Directors.

## **Part 7 – Duties of Officers**

- 7.1 The Directors shall annually appoint a President, Vice-President, Secretary and Treasurer. The Directors may from time to time appoint such other officers as the Directors determine.
- 7.2 The President  
(a) The President shall preside at all meetings of the Association and of the Directors.  
(b) The President is the chief executive officer of the Association serving under the management of the Directors and shall supervise the other Officers and staff in the execution of their duties.
- 7.3 The Vice-President shall carry out the duties of the President during the President's absence.
- 7.4 The Secretary shall  
(a) Manage or oversee the issuance of notices of meetings for both membership meetings and Directors' meetings and  
(b) Manage or oversee the keeping of minutes of all such meetings and  
(c) Perform such other duties as the President may delegate.

- 7.5 The Treasurer shall
- (a) Manage or oversee the keeping of the financial records, including books of account, necessary to comply with the Society Act;
  - (b) Manage or oversee the rendering of financial statements to Directors, members and others required, but no financial statement shall be published or circulated to anyone except a Director, employee or Officer unless it has been first approved by the Directors and the approval is evidenced by the signatures of two (2) Directors;
  - (c) Manage or oversee the receipt, deposit and disbursement of all funds of the Association, except that no disbursements in an amount over a set limit set by the Directors shall be made without authorization by the President and Treasurer or at least two (2) Directors.
- 7.6 In the absence of the Secretary from a meeting, the directors shall appoint another person to act as Secretary at that meeting.
- 7.7 Officers of the Association shall perform such duties as are prescribed by the Bylaws and as may from time to time be prescribed by the Directors.
- 7.8 All Officers and employees shall be subject to removal from office or employment by the Directors at any time with or without cause and with or without notice to the person so removed.

#### **Part 8 – Executive Director(s)**

- 8.1 The Directors may appoint a person or persons to serve as Executive Director of the Association and, in connection therewith:
- (a) Determine the functions and duties of the Executive Director;
  - (b) Entrust to and confer on the officer any of the powers exercisable by the Executive Director on such terms and conditions and with such restrictions as the Directors think fit;
  - (c) Revoke, withdraw, alter or vary all or any of the functions, duties and powers of the Executive Director; and
  - (d) Determine compensation payable to the Executive Director.

#### **PART 9 – BORROWING**

- 9.1 In order to carry out the purposes of the Association, the Directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide, and in particular but without limiting the foregoing, by the issue of debentures.
- 9.2 No debenture shall be issued without the sanction of a special resolution.
- 9.3 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**

- 10.1 The Association may resolve to have an Auditor.
- 10.2 At each annual general meeting, the Association may appoint an auditor to hold office until the Auditor is reelected or there is a successor elected.
- 10.3 An Auditor may be removed by ordinary resolution.
- 10.4 An Auditor shall be promptly informed in writing of appointment or removal.
- 10.5 No Director and no employee of the Association shall be Auditor.
- 10.6 The Auditor may attend general meetings.
- 10.7 The Auditor
  - (a) has a right of access at all times to all documents and other property of the Association; and
  - (b) may require from the Directors, Officers, members and employees of the information and explanations that, in the Auditor's opinion, are necessary for the report.

## **Part 11 – Notices**

- 11.1 Unless the Society Act or these Bylaws provide otherwise, a notice, statement, report or other record required or permitted by the Society Act or these Bylaws to be sent by or to a person may be sent by any one of the following methods:
  - (a) Mail addressed to the person at the applicable address for that person as follows:
    - (i) for a record mailed to a member, the member's Registered Address;
    - (ii) for a record mailed to a Director or Officer, the prescribed address for mailing shown for the Director or Officer in the records kept by the association;
    - (iii) in any other case, the mailing address of the intended recipient;
  - (b) Delivery at the applicable address for that person as follows, addressed to the person:
    - (i) for a record delivered to a member, the member's Registered Address;
    - (ii) for a record delivered to a Director or Officer, the prescribed address for delivery shown for the Director or Officer in the records kept by the Association;
    - (iii) in any other case, the delivery address of the intended recipient;
  - (c) Sending the record by fax to the fax number provided by the intended recipient for the sending of that record;

- (d) Sending the record by e-mail to the e-mail address provided by the intended recipient for the sending of that record; or
  - (e) Physical delivery to the intended recipient.
- 11.2 A record that is mailed to a person by ordinary mail to the applicable address for that person referred to in paragraph 11.1(a) is deemed to be received by the person to whom it was mailed on the seventh (7<sup>th</sup>) day following the date of mailing.
- 11.3 Notice of a general meeting
- (a) Notice of a general meeting shall be given to every member shown on the register of members and auditor, if applicable, on the day notice is given.
  - (b) No other person is entitled to receive a notice of general meeting.
  - (c) Notice of a general meeting shall be given not less than fourteen (14) days prior to a meeting.

**Part 12 – Bylaws**

- 12.1 On being admitted to membership, each member is entitled to receive a copy of the Constitution, Bylaws and Code of Ethics of the Association.
- 12.2 The Constitution and these Bylaws shall not be altered or added to except by special resolution.