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## Proposed Constitution and Bylaw Amendments for Consideration at the Annual General Meeting of Gabriola Land and Trails Trust (March 4, 2023)

### Proposed Constitution Amendments

The purpose of the Gabriola Land and Trails Trust is to ~~secure, develop, and sustain a network of parkland and trails~~ protect and restore natural ecosystems on Gabriola and nearby islands, for the benefit of the public, and to ~~preserve sites of environmental, historical, and social importance~~ help provide trail access and other opportunities for people to explore and connect with the natural environment, and to encourage responsible land and water stewardship practices.

Reason: The revised Constitution emphasizes the following:

- a) GaLTT's conservation work is about protecting and restoring natural ecosystems, not just by acquiring parkland, and extends beyond Gabriola Island's boundaries.
- b) By connecting people with the natural environment, GaLTT's trail work is more clearly linked with our conservation work.
- c) Education and community engagement is an important part of GaLTT's purpose.
- d) Preserving sites of historical and social importance is not an integral part of GaLTT's mandate.

### Proposed Bylaw Amendments

#### GENERAL

The Directors are proposing that the Bylaws be amended to remove all references to gender specific language and replace with gender neutral language.

#### PART 2 – Memberships

2(3) Honorary Members: These members include those persons who have rendered extraordinary service to the Society, ~~or those who act in an advisory/and/or consultative capacity to the voting membership, or who may have been sitting and voting on committees and subcommittees struck by the Society,~~ and who have been offered honorary membership by the Board and who have accepted such offer.

Reason: GaLTT has never conferred honorary membership for any reason other than "extraordinary service". To do otherwise would diminish the honour of receiving this special recognition.

8. A member who has failed to pay ~~their~~his current annual membership fee or any other subscription or debt due and owing by ~~them~~him to the society is not in good standing and loses the rights and privileges of being a member in good standing after ~~one~~six months.

Reason: GaLTT members are reminded about the need to renew membership about two weeks prior to the expiry date and again about two weeks after the expiry date. We believe two reminders are sufficient to remove a person as a member in good standing.

#### PART 4 – Proceedings at general meetings

11. Honorary Members ~~may~~cannot vote at General Meetings of the Society, ~~although they may attend meetings and speak at the discretion of the Chair.~~

Reason: The acceptance of an honorary membership by a person who as a member has rendered extraordinary service to the organization should not require the honored person to relinquish future voting rights.

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#### PART 6 – Directors and Officers

~~1. The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to (1) All laws affecting the society; (2) These bylaws; and (3) Rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.~~

Reason: This is a duplication of PART 5(1).

3. (2) The president, vice president, secretary, treasurer and any other person appointed/elected an officer shall be the ~~Officers~~~~directors~~ of the society.

Reason: All duly elected board members are Directors. The four specified positions, and any other persons agreed to by the board, are appointed/elected by the directors as the Officers.

#### PART 7—Proceedings of directors

2. Decisions made by a meeting of the Directors will be decided by a majority of votes (50% plus one) of those directors present ~~except for decisions regarding land acquisition, conservation covenant, or financial contribution to government or other organization for land acquisition, which will require approval by not less than 75% of all directors.~~

Reason: According to Operating Policy 5.1 (Land Acquisition and Conservation Covenants – evaluation, selection, and establishment), “A supermajority of not less than 75% of the Directors shall be required to approve any land acquisition, conservation covenant, or financial contribution to government or other organization for land acquisition. Approval may be obtained through a vote at a regular or extraordinary board meeting, by email, or a combination of both.” The bylaw needs to be consistent with this policy.

5. (1) The directors may delegate any, but not all, of their powers to committees ~~consisting of a director or directors as they see fit.~~ A committee shall be composed of at least one director (or designated board liaison), with staff and other non-elected members as needed.

Reason: It is the intent of the board, and our current practice, that non-elected people be permitted to sit on committees. The revised wording will remove any ambiguity regarding this intent. The requirement that a committee includes at least one director or board liaison will ensure strong liaison with the board of directors.

6. A committee shall elect a chair~~man~~ of its meetings; but if no chair~~man~~ is elected, or if at a meeting the chair~~man~~ is not present within 30 minutes after the time appointed for holding the meeting, the ~~people~~~~directors~~ present who are members of the committee shall choose one of their number to be chair~~man~~ of the meeting.

Reason: Any committee member may serve as chair of the committee. The revised wording will remove any ambiguity regarding this intent. Also, the language is updated to be gender neutral.

~~9. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society 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.~~

Reason: We have received an Informal legal opinion that this clause is unnecessary.

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10. (1) Decisions made by a meeting of the directors and or a committee will be decided by a majority of votes (50% plus one) of those present **except for decisions regarding land acquisition, conservation covenant, or financial contribution to government or other organization for land acquisition, which will require approval by not less than 75% of all directors.**

Reason: Similar to PART 7(2) above. Specifically, some decisions of the Conservation committee will need to adhere to the revised wording.

#### PART 8 – Duties of officers

~~8. The offices of Secretary and Treasurer may be held by one person, who will then be known as the Secretary Treasurer.~~

Reason: This is a duplication of PART 8 6(1).

#### PART 9 – Sale of Land

2. Without restricting the power given in paragraph 9.1, the Board of Directors and the membership will bear in mind that Society land under use in accordance with the principles and objectives of the Constitution or under lease or land use contracts, should not be sold; and that, in general, Society land **with significant conservation value** will not be sold, except under extraordinary circumstances and conditions.

Reason: It is possible that GaLTT could be gifted land with little, or no, conservation value. We may wish to sell such land and use the proceeds to further GaLTT's goals.

#### PART 12 – Notices to members

1. A notice may be given to a member, either personally, ~~or~~ by mail to ~~him at his~~ **their** registered address, **or by email.**

Reason: Email is a common form of communication to Society membership.

#### PART 13 – Bylaws

3. To achieve the purpose the Gabriola Land and Trails Trust will:

- a. **Conserve natural ecosystems through land acquisition and conservation covenants by working with governments, private landholders and community groups;**
- b. **Engage with private landholders to encourage voluntary retention and restoration of native habitat;**
- c. **Restore native ecosystems by removing, limiting and preventing the establishment of invasive plant species and replacing with native vegetation;**
- d. **Collaborate with landholders and government agencies to pPlan, develop, maintain, conserve, and promote a sustainable network of public trails that provide routes to connect and explore island neighbourhoods, parks, shore accesses and services, and engage and educate to encourage the responsible use of them.**
- e. **Collaborate with landholders and government agencies to improve public access to the shoreline and trails for people with mobility challenges.**
- ~~b. Promote the preservation of representative examples of gulf island ecosystems and landforms by working with interested landowners and community groups to provide options and solutions;~~
- ~~c. Promote the conservation of sites of particular historical or social interest by working with interested landowners and community groups to provide options and solutions;~~

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- f. Provide and promote activities, educational opportunities and resources for landholders and the public to appreciate and learn about the natural world.
- g. Encourage and advocate for responsible land and water stewardship practices.
- h. Establish positive, proactive relationships with governments (federal, provincial, local, and First Nations), other conservancies and local organizations.
- i. Provide volunteer opportunities for members to be actively involved in achieving the purposes of the Gabriola Land and Trails Trust.
- ~~j~~. Promote such charitable activities or endeavors, including the acquisition, management and disposal of land and interests in land, as may, in the opinion of the Gabriola Land and Trail Trust board of directors, appear to contribute to the Gabriola Land and Trails Trust's general purposes and which, to the best extent possible, represents the variety of naturally occurring habitat on Gabriola and nearby islands.
- ke. Raise money, acquire funds and other assistance necessary from a variety of sources aligned with the Society's values to own, acquire, and take by purchase, donations, devise or otherwise, land or personal property and expend, sell, exchange, mortgage, lease, let, improve, or develop same for the purposes of the Gabriola Land and Trails Trust.
- ~~f. Work closely with the community, First Nations, the Regional District of Nanaimo, the Islands Trust, and other land trusts and conservation groups to acquire, develop, and sustain such properties as meet the general purposes of the Gabriola Land and Trails Trust and support the objectives and policies of the Gabriola Island Official Community Plan;~~
- ~~g. Inform and educate the community about use and management of public lands for recreation and conservation;~~
- lh. Undertake everything necessary to promote and attain Gabriola Land and Trail Trust's purposes and periodically re-assess these purposes and any strategic plans that are aligned with them.

Reason: An updated Mission statement is needed to align more closely with the revised Constitution, including specifics about formal and informal conservation activities, habitat restoration, invasive species, accessibility, education and community engagement, and relationships with governments, other conservancies and community organizations.