

STANLEY PARK ECOLOGY SOCIETY

CONSTITUTION AND BYLAWS

Amended at the Annual General Meeting 2014

October 26, 2014

The Bylaws and any subsequent amendments thereto filed with the Registrar of Companies in Victoria are the official governing documents of the Stanley Park Ecology Society.

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STANLEY PARK ECOLOGY SOCIETY

CONSTITUTION

1. The name of the Society is “Stanley Park Ecology Society”.
2. The purposes of the Society are to promote awareness of and respect for the natural world by playing a leadership role in the stewardship of Stanley Park through collaborative initiatives in education, research and conservation.
3. The purpose of the Society is also to receive, hold, administer, invest, use and disburse any monies, securities or other property, which may be transferred to the Society by gift, devise, bequest or otherwise and any income derived there from for the purposes specified herein.
4. The purposes of the Society shall be carried out without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes.
5. In the event of the dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to the City of Vancouver’s Board of Parks and Recreation.

If effect cannot be given to the aforesaid provision then such funds shall be given or transferred to an organization or organizations with similar purposes in British Columbia, as may be determined by the members of the Society at the time of dissolution provided that such organization or organizations shall be a registered charity recognized by Revenue Canada Taxation as being qualified as such under the provisions of the *Income Tax Act* of Canada from time to time in effect.

6. Paragraphs 4, 5, and 6 of this Constitution are unalterable in accordance with the *Society Act*.

STANLEY PARK ECOLOGY SOCIETY

BYLAWS

1.0 INTERPRETATION

1.1 **Name** – The legal name of the Society is Stanley Park Ecology Society.

1.2 **Definitions** – In these Bylaws, unless the context otherwise requires:

“**Board**” means the Board of Directors of the Society;

“**director**” means a director of the Society for the time being;

“**member**” means a member of the Society pursuant to these bylaws and includes a society or corporation;

“**Society Act**” means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;

“**special resolution**” means a resolution passed by at least 75% of the votes cast by the members at a meeting of the members;

“**registered address**” of a member means the member’s address as recorded in the register of members maintained by the Secretary and may include a facsimile number or an electronic-mail address;

1.3 The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws.

1.4 Words importing the singular include the plural and vice versa; and words importing gender include a male person, a female person, and a corporation.

2.0 MEMBERSHIP

2.1 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these Bylaws, and, in either case, have not ceased to be members.

2.2 Every member shall uphold the Society’s Constitution and comply with these Bylaws.

2.3 Any person may apply to the Board or the Board’s designate and, upon acceptance by the Board or its designate, and on payment of the membership fees, if any, that person becomes a member of the Society.

2.4 An annual membership is for 12 months from the date of registration and is renewable on that date.

2.5 The Board may create different categories of membership and assign different rights and fees for such categories, in any such categorization the directors must make clear whether a category will contain voting or non-voting members.

2.6 A voting member of a Society has only one vote and may exercise that vote on every matter without restriction.

2.7 **Membership fees** – Membership fees or dues, if any, will be set annually by the Board. If membership fees or dues are levied by the Board, the membership of a member who is in arrears may be terminated by resolution of the Board if such arrears are not paid within a designated time on written notice to that member.

2.8 All members are in good standing except a member who has failed to pay the membership fee or dues, if any, or who otherwise owes any debt to the Society.

- 2.9 **Ceasing to be a Member** – A person ceases to be a member in the Society:
- a) on his or her death or in the case of a corporation, on dissolution;
 - b) by delivering his or her resignation in writing to the Secretary;
 - c) upon a special resolution of the members other than the member to be expelled at a meeting called for this purpose; or
 - d) for failure to pay fees or debts due to the Society after receiving written notice from the Board, or its delegate, pursuant to section 2.7.

2.10 **Expulsion** – A member may be expelled by a special resolution of the members passed at a general meeting provided that:

- a) the notice of special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion; and
- b) the person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

3.0 MEETINGS OF MEMBERS

3.1 **Annual General Meetings** – The General meetings of the Society shall be held at such time and place within British Columbia, in accordance with the *Society Act*, as the Board decides.

3.2 An annual general meeting shall be held at least once in every calendar year and not more than 15 months after holding the last preceding annual general meeting.

3.3 **Extraordinary General Meetings** – Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.4 The Board may, whenever it thinks fit, convene an extraordinary general meeting.

3.5 On the receipt of the written request of not less than 10% of voting members, the Board must, within 21 days, call an extraordinary general meeting to be held not less than 30 days nor more than 60 days from the date of receipt of the request.

3.6 **Notice** – In addition to the general notice provisions in Part 13.0 of these Bylaws, notice of meeting of members shall be sent to every member shown on the registrar of members on the date the notice is given and, in the case of Annual General Meetings, to the auditor, should one be appointed.

3.7 The notice of a meeting of members must be given at least **14** days in advance and specify:

- a) the place, day and hour of the meeting;
- b) in the case of special business, the general nature of that business.

3.8 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

3.9 No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

3.10 If at any time during a general meeting there ceases to be a quorum, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

3.11 **Quorum** – A quorum is the lesser of half the members in good standing or twenty (20) members present or such greater number as the members may determine at a general meeting.

3.12 If within 30 minutes from the time appointed for a members' meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

4.0 PROCEEDINGS AT GENERAL MEETINGS

4.1 **Business** – The members may consider and transact any business either special or general at any meeting of the members.

4.2 Special business is:

- a) all business of an extraordinary general meeting except the adoption of rules of order; and
- b) all business that is 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; and
 - (vi) such other business as, 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.

4.3 At every annual general meeting, in addition to any special business that may be transacted, the business must include the annual report of the directors, the annual financial statement, and the report of the auditor, if any.

4.4 The President, or in the absence of the President, the Vice-President or 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 any other director present within 15 minutes after the time appointed for holding the meeting, or
- b) the President and all the other directors present are unwilling to act as chair;

the members shall choose one of their number to be chair.

4.5 **Adjournments** – A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.6 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

4.7 Except as provided in these Bylaws, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.

4.8 **Voting** – A resolution proposed at a meeting shall be seconded and the Chair of a meeting may move or propose a resolution. In case of an equality of votes the Chair shall not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution shall not pass.

4.9 A member in good standing present at a meeting of members is entitled to one vote, provided that the category of membership under which the membership is held is a voting member.

4.10 Voting is by show of hands or, if demanded by a member, by ballot taken in the manner directed by the Chair of the meeting.

4.11 Whenever a vote by show of hands is taken on a question, a declaration by the Chair of the meeting that the vote on the question has been carried or not carried shall be *prima facie* evidence of the fact without proof of the number or proportion of votes recorded in favour or against any resolution in respect of the question, and the result of the vote so taken is the decision of the members.

4.12 Voting by proxy is not permitted.

4.13 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member and that representative shall be recognized as a member for all purposes with respect to a meeting of the Society.

5.0 DIRECTORS AND OFFICERS

5.1 The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.

5.2 The Board will be composed of at least five directors, at least one of whom shall be ordinarily resident in British Columbia. The directors may fix the maximum number of directors required for the Board to carry out its business.

5.3 **Eligibility** – A director must be a natural person who has attained 19 years of age or greater and possess the power under law to contract. A director may not be a corporation or an individual who is bankrupt or who is of unsound mind and so found by a physician or court in Canada.

5.4 A director shall be a member of the Society in good standing.

5.5 Employees of the Society and their immediate family members are not eligible to become directors.

5.6 **Elections** – Directors shall be elected by a majority vote of all members present at a meeting.

5.7 An election vote may be by show of hands, if the number of candidates is equal to or less than the number of open positions; otherwise it may be by ballot.

5.8 A call for nominations shall be included in the notice of Annual General Meeting and nominations must be submitted to the Board 14 days in advance of the Annual General Meeting.

5.9 The directors shall be elected from among the members of the society for a term of two (2) years.

5.10 Officers are selected by directors at the first meeting after the Annual General Meeting.

5.11 The first number of directors shall be determined by the members applying for incorporation.

5.12 The members applying for incorporation shall be responsible for appointing directors to hold office until the first annual general meeting of the Society.

5.13 The first directors shall hold office until their successors have been elected at the first annual general meeting.

5.14 All directors shall retire from office at the meeting where his or her successor is elected. If a successor is not elected, the person previously elected or appointed continues to hold office. At the expiration of a director's term, he or she may stand for re-election.

5.15 **Removal and Resignation** – The members may, by special resolution, remove a director before the expiration of his or her term, and may elect a successor to serve to the next annual meeting.

- 5.16 A director may resign from the Board by delivering written notice to the Secretary.
- 5.17 A director is deemed to have resigned if:
- a) he or she is absent from three consecutive Board meetings when not on a Leave of Absence and without an excuse considered sufficient by a majority of the Board;
 - b) he or she is convicted of an indictable offence or has judgment entered against him or her in a civil matter involving fraud or breach of trust;
 - c) he or she is found to be of unsound mind;
 - d) he or she becomes bankrupt; or
 - e) he or she dies.
- 5.18 **Vacancies** – If a director resigns or otherwise ceases to be a director, the remaining directors may appoint a member to hold office as a director for the balance of the unexpired term of the former director and, subject to the provisions of the bylaws, such member shall thereafter be eligible for re-election.
- 5.19 Subject to section 5.16 above, a retiring director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and a successor is elected.
- 5.20 **Expenses** – Directors shall not receive remuneration for serving on the Board and no director shall directly or indirectly receive any profit from such a position.
- 5.21 A director may be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.

6.0 DIRECTORS' POWERS AND DUTIES

- 6.1 **General obligations** – A director shall:
- a) act honestly and in good faith and in the best interests of the Society;
 - b) exercise the care, diligence, and skill of a reasonably prudent person; and
 - c) immediately disclose in writing to the other directors on the Board the existence of any direct, indirect, or perceived conflict of interest pursuant to the conflict of interest guidelines, developed by the Board and as amended from time to time;

in exercising the powers and performing the functions of a director.

6.2 **General Powers** – The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of

- a) all laws affecting the Society; and
- b) these Bylaws.

6.3 No rule made by the Society in general meeting invalidates a prior act of the directors that would have been valid if that rule had not been made.

7.0 PROCEEDINGS OF DIRECTORS

7.1 **General** – The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit. Each director is entitled to one vote, which may not be exercised by proxy.

7.2 **Quorum** – The directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the directors then in office but in no case may the quorum be less than three directors. Directors on a Leave of Absence do not count as “in office” for the purposes of determining a quorum.

7.3 The President, or the Vice-President in the President’s absence, shall be chair of all meetings of the directors, unless the directors otherwise decide. If, at a meeting of the Board:

- a) the President or Vice-President is not present within 15 minutes after the time appointed for holding the meeting; or
- b) the President or Vice-President is unwilling to act as the chair of the meeting of the Board;

then the directors present shall choose one of their number to be the chair of that meeting.

7.4 The Board shall meet at least once in each calendar year.

7.5 **Notice** – Subject to the general notice provisions in Part 13.0 of these bylaws, the Secretary (or his or her delegate) shall give notice of a Board meeting to each director in writing specifying the place, day and hour of the meeting at least seven days in advance of the meeting.

7.6 Special meetings of the Board may be called by the Chair or the Secretary on the written request of three directors. The Secretary shall send out notices of such special meetings to each director two weeks in advance of the meeting where practicable.

7.7 In the case of special business, the notice must set out the nature of that business in sufficient detail to allow each director the opportunity to formulate an informed view.

7.8 **Leaves of Absence.** A director who will be unable to participate in Board activities either in person or by appropriate telephone or electronic communication technologies may make a request to the Board for a leave of absence of up to one year. Once the Board has approved the leave by majority vote, it becomes a Leave of Absence. During the Leave of Absence:

- a) the director is not entitled to participate in Board meetings or vote on Board resolutions;
- b) the director may still stand for re-election, but the dates of the Leave of Absence will be announced at the AGM when the slate of candidates is presented;
- c) at its discretion, the Board may appoint a director on a temporary basis specifically to back-fill the position of the director on the Leave of Absence; and
- d) at no time may more than 1/3 of elected Board members be on a Leave of Absence.
- e) a Director who wants to return to active service before the approved end of the leave may make a request to the Board to end the leave early.

7.9 **Voting** – Unless the *Society Act* or these bylaws otherwise provide, the Board may approve any matter by majority vote.

7.10 In case of an equality of votes the chair does not have a second or casting vote in addition to the vote he or she is entitled to as a director and the resolution is defeated.

7.11 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.

7.12 **Meetings by Communication Technology** – The directors may participate in a Board or committee meeting by means of a conference telephone or other synchronous communication technology, provided all persons entitled to participate in the meeting receive notice of the meeting, including instructions as to how to participate in the meeting using the communication technology, and provided all persons participating in such meeting can communicate with each other.

7.13 **Resolutions in Writing** – A resolution in writing, approved by the proportion of the directors in office specified by 7.9 and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of Board. Such a resolution may be delivered by facsimile or other electronic means and signed by the directors in as many counterparts as may be necessary, each of which so signed shall be deemed to be an original, and such counterparts together shall constitute one and the same resolution .

7.14 **Committees** – The directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit.

7.15 A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Board, and shall report every act or thing done in exercise of those powers to the Board.

7.16 Subject to directions of the Board, the committee shall determine its own procedure. The members of a committee may meet and adjourn as they think proper.

8.0 OFFICERS

8.1 **Officers** – The officers of the Society will be determined by the Board from among their number and include a President, Vice President, Secretary and Treasurer (or Secretary-Treasurer).

8.2 An officer must be a director and ceases to be an officer when he ceases to be a director.

8.3 The directors may at any time appoint a director to fill any officer vacancy. An officer so appointed shall serve the remainder of the term of the officer he or she is replacing.

8.4 **President** – The directors shall choose one from among their number to serve as President. The President:

- a) serves as the Chief Executive Officer of the society and must supervise the other officers in the execution of their duties.
- b) presides at all meetings of the society and of the directors.

8.5 **Vice President** - The directors shall choose one from among their number to serve as Vice President. The Vice President shall carry out the duties of the President during the President's absence.

8.6 **Secretary** – The directors shall choose one from among their number to serve as Secretary. The Secretary shall:

- a) conduct the correspondence of the Society;
- b) issue notices of meetings of the Society and the Board;
- c) attend all meetings and record all votes and minutes of all meetings of the Society and the Board;
- d) have custody within British Columbia of all records and documents of the Society except those required to be kept by the Treasurer,
- e) have custody of the common seal of the Society, and
- f) maintain the register of members including the full name and residential address of each member, the date on which a person is admitted as a member, the date on which a person ceases to be a member, and the person's class of membership, if provision is made for classes.

8.7 In the absence of the Secretary at a meeting, the Chair shall appoint another person to act as Secretary at the meeting.

8.8 **Treasurer** – The directors shall choose one from among their number to serve as Treasurer. The Treasurer shall:

- a) keep such financial records, including books of account, as are necessary to comply with the Society Act, including records of:
 - (i) all money received and disbursed by the Society and the matter in respect of which the receipt and disbursement took place;
 - (ii) every asset and liability of the Society;
 - (iii) every other transaction affecting the financial position of the Society;
- b) ensure the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds; and
- c) tender financial statements to the Board, the members, and others when required.

8.9 Other officers, if any, shall perform such duties as the members decide.

8.10 **Records** – The President shall see that all necessary books and records of the Society required under these bylaws or by any applicable statute or law are regularly and properly kept.

8.11 The President, or his or her delegate, shall promptly file on behalf of the Society all reports that have to be filed as required by the *Society Act*, the *Income Tax Act*, or other law. For greater certainty, the Society’s annual report shall be filed with the Registrar of Companies within 30 days of an annual general meeting.

8.12 **Expenses** – Officers shall not receive remuneration and no officer shall directly or indirectly receive any profit from such a position. Any officer may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

9.0 ADVISORS TO THE BOARD

9.1 **Advisors** – From time to time, the Board may, by majority vote, appoint Advisors to provide specific expertise to the Board.

9.2 Advisors are not Board members and do not have a vote at Board meetings but may attend and contribute to discussion at all Board meetings, including *in camera* discussions when the Board deems that the Advisor’s expertise is relevant to those discussions.

9.3 Advisors are subject to the same General Obligations as Directors, as outlined in Section 6.1.

9.4 An Advisor may resign from his or her position by delivering written notice to the Secretary.

9.3. An advisor may be initially appointed for a term of up to 3 years, and may be re-appointed for subsequent term(s) by majority vote of the Board. The Board may also terminate an Advisor’s position by majority vote at any time within the Advisor’s term.

9.4 At no time will the number of Advisors be greater than half the number of Board members (including Board members on leave).

10.0 INDEMNIFICATION AND INSURANCE

10.1 Subject to the provisions of the *Society Act*, the Society may indemnify a director or former director of the Society, and his or her heirs and personal representatives, and his or her estate respectively, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her in a civil, criminal or administrative action or proceeding to which he is or they are made a party by reason of his being or having been a director or officer of the Society, including any action brought by the Society except such costs, charges, or expenses as are occasioned by his or her own willful neglect or default.

10.2 Subject to the provisions of the *Society Act*, the directors may cause the Society to indemnify any officer, employee or agent of the Society and his or her heirs and personal representatives, and his or her estate respectively, against all costs, charges and expenses whatsoever incurred by him or her and resulting from his acting as an officer, employee or agent of the Society except such costs, charges, or expenses as are occasioned by his or her own willful neglect or default.

10.3 **Insurance** – The Society may purchase and maintain insurance for the benefit of a director, officer, employee or agent against personal liability incurred by him or her in his or her service to the Society.

11.0 BORROWING

11.1 In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.

11.2 No debenture shall be issued without the sanction of a special resolution of members.

11.3 The members may, by special resolution, restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting.

12.0 AUDITOR

12.1 This part applies only where the Society is required or has resolved to have an auditor.

12.2 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

12.3 At each annual general meeting the Society shall appoint an auditor to hold office until he or she is re-elected or a successor is elected at the next annual general meeting. An auditor may be removed by ordinary resolution of members.

12.4 An auditor shall be informed forthwith in writing of appointment or removal.

12.5 No director and no employee of the Society shall be the auditor.

12.6 The auditor may attend general meetings.

13.0 GENERAL NOTICE PROVISIONS

13.1 Unless otherwise specified in these bylaws, the general notice provisions set out in this part apply to any notice required to be given to a member or a director.

13.2 Any notice not given personally is deemed to have been given on the second business day following the date it was sent.

13.3 Any notice to be given to members or directors will be sufficiently given if given to the member or director in person or by delivery, mail, facsimile, or other electronic means at his or her registered address and such notice shall be effective if so delivered.

13.4 In the event of a strike, lockout, or other labour disturbance at the post office or interruption in mail service, any notice to be given to members or directors shall be served personally, by facsimile, or by electronic means.

13.5 Any member, director, officer, or auditor may waive any notice required to be given under any provision in the *Society Act*, the bylaws or otherwise and such waiver, whether given before or after the meeting or other event for which notice is required to be given, shall cure any default in the giving of that notice.

14.0 GENERAL

14.1 **Procedure Where None Prescribed** -- *Robert's Rules of Order* as amended from time to time apply in the case of a procedural dispute to the extent those Rules are not inconsistent with these bylaws.

14.2 **Computation of Time** – In computing the date when notice must be given under any section of these bylaws which require a specified number of days' notice of any meeting or other event, the date of giving notice is excluded and the date of the meeting or other event is included. In calculating time, weekends are included and statutory holidays in the Province of British Columbia are excluded.

14.3 **Access to Constitution and Bylaws** – On being admitted to membership, a member is entitled to receive from the Secretary, on request, a copy of the Constitution, these bylaws and any amendments thereto in either paper or electronic form at the member's election.

14.4 **Corporate Seal** – The Board may provide a common seal for the Society, and the Board shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

14.5 The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution or, if no persons are prescribed, in the presence of the President and Secretary or President and Secretary-Treasurer, as the case may be.

14.6 **Power of Attorney** – The Board may, by special resolution, give the Society's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Society.

14.7 **Amendment** – These bylaws may be amended, altered, repealed or enhanced by special resolution of the members at a special meeting duly convened for the purpose of amending the bylaws.

APPROVED by special resolution of the members this 26 day of October, 2014.