



Governance Structure

This is a reference document meant to provide a summary of the governance structure of the Bulkley Valley Centre. This document does not relieve the Centre or its Directors from obligations or requirements contained in the Centre's bylaws.

PURPOSE

The Centre is intended to provide a forum for those concerned with natural resources research, management and sustainability, to identify common research priorities and to provide opportunities for synergistically combining expertise. These priorities provide the foundation for the Centre's research program. The Centre's objectives are:

- to undertake specific, high quality research projects which bring public attention to priorities for advancing scientific knowledge about the sustainability of natural resources;
- to conduct interdisciplinary research into temperate, montane and boreal ecosystems in order to advance public understanding of the sustainable management of natural resources;
- to publish the results of the Centre's research to the public in general and those in particular who are interested in temperate, montane and boreal ecosystem sustainability and management;
- to raise funds to conduct and publish the results of the research referred to above.

MEMBERSHIP

Anyone—including individuals, organizations, companies, First Nations, governments, universities—with an interest in natural resources research and management can apply for voting membership in the society. Members can choose to support the Centre in one of two capacities: Supporting Member or Associate Member. Initially, annual membership fees are set by the Board of Directors, after that annual membership dues will be determined at the annual general meeting of the Centre. Supporting Members contribute substantially more than Associate Members and are entitled to representation of their interests on the Centre's Research Planning Committee¹.

¹ The purpose and role of the RPC is contained in the Centre's prospectus and in the RPC Terms of Reference.



Bulkley Valley Centre for Natural Resources Research & Management

The Centre will maintain a list of members in good standing. The annual term of membership will be the calendar year. Those members who pay their annual membership fee will maintain their status as members in good standing and will be eligible to vote at the annual general meeting. Annual membership fees are due Feb 28 of each year.

A person ceases to be a member:

- on his or her death or, in case of a corporation, on dissolution,
- by resigning his or her membership in writing,
- on having been a member not in good standing for 12 consecutive months, or
- on being expelled.

Provisions for expulsion are outlined in the Centre's Bylaws.

ROLES AND RESPONSIBILITIES

Board of Directors

The Board of Directors is directly accountable to the membership for administering the affairs of the Centre as defined by the BC Society Act, the Centre's Constitution and By-laws. The Board of Directors provides overall strategic direction for Centre on behalf of the membership. The Board also reviews membership applications, recommendations from subcommittees, plans and related budgets, reports, and policies for approval. In addition the Board appoints officers (President, Vice President, Secretary and Treasurer), may delegate authority to committees and others, including the Research Planning Committee and provides administrative review for such matters as the approval of contracts and expenditures required by policy. Directors are elected to the Board in an open, inclusive and democratic process at an annual meeting of members as provided for in the Centre's Constitution.

The Board is also responsible for defining roles and responsibilities of any staff members of the Centre.

President

The President must preside at all meetings of the Centre and of the Directors. The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

Vice President

The Vice President must carry out the duties of the president during the president's absence.



Secretary

The Secretary must do the following:

- conduct the correspondence of the Centre;
- issue notice of meetings of the Centre and of the Directors;
- keep minutes of all meetings of the Centre and its Directors;
- have custody of all records and documents of the Centre except those required to be kept by the Treasurer;
- Have custody of the common seal of the Centre;
- Maintain the register of members.

Treasurer

The Treasurer must:

- keep financial records, including books of account, necessary to comply with the Societies Act, and
- render financial statements to the Directors, members and others when required.

PROCEEDINGS

Meetings of the members and proceedings of those meetings will be carried out as specified in the bylaws.

The proceedings of the Board will be governed by the following principles and procedures:

Board meeting procedures

- The President will provide the Directors with at least two weeks notice of the time, place and proposed business of a meeting unless otherwise agreed;
- The Secretary will distribute draft minutes within one week of each meeting; and
- The Directors will identify, accept and adhere to key timeline requirements identified in action plans
- Motions will be dealt with according to Roberts' Rules of Order



Decision making

The decisions of the Board are governed by the following principles:

- The intent of the Board is to operate with agreement amongst all Directors, where agreement is defined as the lack of strong opposition.
- Directors will act reasonably to achieve agreement and, where complete agreement is not possible, decisions will be carried by general agreement. General agreement is defined as 80% of the Directors present provided those Directors constitute a quorum. Directors in a 20% or less minority position on a given decision may request one opportunity to restate their case for consideration by the majority, and to have a decision reconsidered by the Board. Such a request will not cause a decision to be delayed to a subsequent meeting. Where agreement is reached by general agreement the minority view(s) will be recorded by the Secretary along with the decision; and
- A meeting quorum consists of a majority (greater than 50%) of the Directors, unless revised for that meeting by a majority of the Directors.