


CAROL PREST

BYLAWS

SOOKE TRANSITION TOWN SOCIETY (TRANSITION SOOKE)

Approved at the Annual General Meeting of the Society, March 19, 2022

PART 1. DEFINITIONS

1 Definitions

- .1 'Steering Committee' – the committee composed of currently elected directors.
- .2 'Working Group' – a group of members (which may include directors) formed in order to accomplish activities of Transition Sooke and tasks of internal management of the society.
- .3 'General Meeting' – a meeting of members held according to the regulations in the Societies Act.
- .4 'Regular Meeting' – a meeting of members and directors, normally held monthly to conduct Transition Sooke business.

PART 2 - MEMBERS

2 Members' Role

- .1 Transition Sooke members are encouraged, but not required, to be active in the organization, participating in the execution of our mandate, under the direction of Regular Transition Sooke Meetings and the supervision of the Steering Committee.

3 Becoming a Member

- .1 An individual who wishes to become a Transition Sooke member will:
 - a Attend two (2) consecutive Regular Meetings
 - b Be invited to join and be placed on the Active Members list

4 Renewal of Membership

- .1 Members are considered to have resigned when they do not respond to the email request to renew membership, sent annually in January.

PART 3 - CO-MANAGEMENT

5 Co-management

- .1 The activities and the internal affairs of Transition Sooke are co-managed by members and directors.
- .2 In any circumstance where these bylaws state that a decision is made at a Regular Meeting, if there is no Regular Meeting planned within 6 weeks, the decision is made by the Steering Committee.

- .3 There are four components to co-management organization: Members, Directors, Working Groups and Meetings.
 - a Members may vote at Regular Meetings where most of the business of the Society is conducted, and they participate in Working Groups.
 - b Directors supervise the management of Transition Sooke, overseeing the broad workings of the Society as set out in these bylaws, and manage Transition Sooke directly if Regular Meetings are in abeyance.
 - c Working Groups are key to Transition Sooke’s member-driven practice. They are set up to work semi-autonomously on tasks related to the activities and internal management of Transition Sooke.
 - d Transition Sooke has Regular Meetings, where members, directors, and Working Groups work together to manage the business of the society.

PART 4 REGULAR MEETINGS OF MEMBERS

6 Regular Meetings

- .1 Regular Meetings are normally held monthly and most of the business of Transition Sooke is normally conducted at these meetings.
 - a These meetings are held at the same time and if possible, the same place every month.
 - b An email reminder is sent out to all members within one week of the meeting.
 - c In the event of a change in Regular Meeting monthly arrangements, every effort will be made to inform the membership in good time.
- .2 In the case where the numbers of members who are not directors declines below 5, the Steering Committee can make the decision to dispense with Regular Meetings and conduct the business of the Society until the numbers of members grows.
 - a In such a case, the membership will be included in decisions as much as possible, and will be invited to any Steering Committee meetings.
- .3 Regular Meetings are open to all members and to the public, except as mentioned below in 6.3 a.
 - a A member may propose a resolution at a Regular Meeting that the meeting, or some section of it, be closed to the public.

7 Quorum

- .1 Quorum at a Regular Meeting is five (5) members.

8 The Agenda for a Regular Meeting

- .1 Drafting of the agenda is the responsibility of the Secretary or their designate.
- .2 Agendas are sent out to members before the meeting. Any changes to the agenda are sent out when a revised agenda is written.

- .3 Any member may request an item be added to the agenda of a Regular Meeting, either before or at the meeting, and this request shall not be unreasonably denied.
 - a If the Secretary, or their designate, has to deny the request, then the request will be announced at the meeting; this allows members to informally discuss alternative ways to address the issue.
 - b The request will receive priority at the next meeting.

9 The Order of Business at Regular Meetings

- .1 Normally the order of business at Regular Meetings is
 - a Territorial acknowledgment.
 - b A round-robin check-in with each member.
 - c Introduction to guests and any new members.
 - d Review and approval of the agenda.
 - e Approval of the minutes from the last meeting.
 - f Reports from the Steering Committee, Officers, and Working Groups.
 - g Any new business.
 - h Normally, at the half-way point of a meeting a short break is called for members to mingle and to consult one another informally.
 - i Adjourn

10 Modified Consensus Process at Regular Meetings

- .1 Decisions in Regular Meetings of Transition Sooke are made by a modified consensus process of decision making that is detailed in a Transition Sooke policy.
- .2 The goal of the modified consensus process is to:
 - a Have a full discussion
 - b Reach clarity on areas of disagreement
 - c Reach a decision that most members are content to let stand as the position of the group
- .3 Resolutions are used to affirm decisions and noted clearly in the meeting notes.

11 Running the Meetings

- .1 Meeting Facilitators are chosen by the membership at Regular Meetings and reviewed annually
- .2 Voting is the same as for General Meetings (See Bylaw 16)
- .3 Quorum is the same as for General Meetings (See Bylaw 15)
- .4 The Meeting Facilitator does not have a casting vote in case of a tie

PART 5 GENERAL MEETINGS

12 General Meetings

- .1 General Meetings are meetings of all members held according to the regulations in the Societies Act.
 - a Transition Sooke holds an Annual General Meeting in accordance with the regulation in the Act.
- .2 Other General Meetings may be called as provided for in the Societies Act.
 - a In addition to this, the Steering Committee will call a General Meeting if a resolution at a Regular Meeting directs this or if the Steering Committee deems it necessary.

13 Notice of General Meetings

- .1 Notice of General Meetings are sent by email 14 days prior to the General Meeting as set out in the Societies Act.
- .2 A copy of the agenda is sent to members within a week of a General Meeting.

14 Agenda Items for General Meetings

- .1 The agenda for a General Meeting will be decided by the Steering Committee except where otherwise indicated in the Societies Act.
- .2 A member of Transition Sooke may make a request to the Steering Committee for an item to be added to the agenda of a General Meeting.

15 Quorum at General Meetings

- .1 Quorum at General Meetings is five (5).

16 Voting

- .1 Voting is by show of hands.
- .2 If three (3) or more members request it, voting on a resolution will be by secret ballot.
- .3 Proxy votes are not permitted.

PART 5 - DIRECTORS

17 Co-Management

- .1 We have a practice of co-management where members and directors are both involved in managing the activities and the internal affairs of the society. The Steering Committee works closely with members.
- .2 The Steering Committee will bring to a Regular Meeting any decisions that it judges to be strategically important to the Society, including important financial decisions. Decisions that are operational, administrative, recurring or those that serve a larger

already agreed-upon purpose do not require the input of Regular Meetings, unless otherwise stated by a Transition Sooke policy.

- .3 The Steering Committee has a duty to report to the membership. They shall report to Regular Meetings on the matters they have considered.
- .4 In addition, the Steering Committee will inform members about business they have handled between meetings, and decisions that they have made since the last meeting. If this cannot be done in a Regular Meeting, another form of communication will be used.

18 **The Role of the Steering Committee**

- .1 The Steering Committee and the Officers ensure that Transition Sooke fulfills its obligations as a Society, following the provisions in the Societies Act, and act in accordance with these bylaws and with Transition Sooke policies.
- .2 The Steering Committee is responsible for overseeing all the workings of Transition Sooke, which includes
 - a Coordinating the Working Groups and members of Transition Sooke so that business can get done
 - b Acting as an institutional memory for a fluctuating membership
 - c Identifying possible problems for Transition Sooke as well as possible opportunities
 - d Trying to anticipate consequences of ongoing actions
 - e Performing other tasks as stated in a Transition Sooke policy
- .3 Except where the Societies Act says differently, if, at a Regular Meeting, members alter a decision made by directors, directors are protected against any consequences that result from the decision of the members.

19 **Elections of Directors on the Steering Committee**

- .1 All directors must be members of Transition Sooke.
- .2 All directors are members of the Steering Committee.
- .3 Transition Sooke elects no fewer than 3 and no more than 10 directors.
- .4 Voting members elect the Steering Committee at the Annual General Meeting.
 - a Election may be by acclamation or ballot.

20 **Filling a Vacancy on the Steering Committee**

- .1 The Steering Committee may fill a vacancy by holding an election at a Regular Meeting for a replacement to stand until the next Annual General Meeting.

- .2 If members propose to remove a director, following the provisions in the Societies Act, the director must be given the opportunity to respond to the concerns of members.

21 **Meetings of the Steering Committee**

- .1 As required in the Societies Act, the records of Transition Sooke include the minutes of director's meetings, a list of all the directors attending, and the text of all the resolutions.
- .2 Except as stated in 21.1, directors may meet when and where and in any manner that they choose.

22 **Offices of the Society**

- .1 The offices in Transition Sooke are: Coordinator, Secretary, Communications, and Treasurer. These may be added to or changed at a General Meeting.
- .2 The holders of Office in Transition Sooke are selected from Directors at the first Steering Committee meeting following the Annual General Meeting.
- .3 A director can hold more than one position only in the circumstance where no member is willing to hold that particular office.
- .4 The Coordinator is responsible for doing, or making the necessary arrangements for the general oversight of Working Groups and new members.
 - a Further details are outlined in the Transition Sooke policy on the offices of the Society.
- .5 The Secretary is responsible for doing, or making the necessary arrangements for the general oversight of meetings and of records.
 - a Further details are outlined in the Transition Sooke policy on the offices of the Society.
- .6 The Treasurer is responsible for doing, or making the necessary arrangements for the general oversight of financial matters.
 - a Further details are outlined in the Transition Sooke policy on the offices of the Society.
- .7 The Communications Director is responsible for doing, or making the necessary arrangements for the general oversight of communications for Transition Sooke.
 - a Further details are outlined in the Transition Sooke policy on the offices of the Society.

PART 6 WORKING GROUPS

23 Formation of Working Groups

- .1 Working Groups are normally formed at a Regular Transition Sooke meeting in order to undertake a task that falls under the mandate of Transition Sooke, or is related to the internal management of the society.
- .2 In addition, Working Groups may be set up by directors or can emerge out of a discussion on the active members list.
- .3 In the case of 23.2, these groups will stand, provisionally, until approval at the next meeting, or if there is not a Regular Meetings within six (6) weeks, at a meeting of the Steering Committee.

24 Practice of Working Group

- .1 While the autonomy of Working Groups is a principle of the member-directed action in Transition Sooke, that autonomy is trumped by a resolution at Steering Committee meeting.
- .2 Any decision made by the Steering Committee regarding a Working Group may be overturned by a resolution at a Regular Meeting.
- .3 Normally, Working Groups work semi-autonomously, bound by the limits of their tasks, the direction of Regular Meetings, and the policies of Transition Sooke.
- .4 A Regular Meeting may set boundaries on the autonomy of a group with regard to the ability to spend money, write and post documents in the name of Transition Sooke, to consult with other organizations or experts without direction from a meeting, or any other limitation the Regular Meeting deems necessary.
- .5 Unless specified at a Regular Meeting there are no limits on the number of members of a Working Group and no specification of the term of the group.
- .6 Any quorum required in its meetings will be set by the group itself.
- .7 Except as in 24.8 below, Working Groups report to the Regular Meetings when they deem it necessary, or when requested by the Steering Committee or by members present at a Regular Meeting.
- .8 If a Working Group has not reported for the last two (2) months, the Steering Committee will give the group two (2) weeks' notice that a report (written or verbal) is required at the next Regular Meeting.