



T.K. SPARKS

TATLAYOKO FIELD STATION SOCIETY CONSTITUTION

PURPOSE OF THE SOCIETY:

The purposes of the Society are:

- 1) To protect the environment by conserving and preserving the ecosystems and biodiversity of the Tatlayoko Valley and the surrounding mountains and valleys of the upper Homathko, Chilko, Taseko, Klinaklini, and Tatla Lake watersheds through the operation and maintenance of a centre, the Tatlayoko Field Station (TFS), as well as the Tatlayoko Lake Bird observatory (TLBO), focused on research, environmental education and public outreach.
- 2) To protect the environment by conducting long-term research related to the local environment and creating a database on natural systems as part of a global effort to understand and protect the earth's biodiversity and to evaluate the effects of climate change and to disseminate the results of such research for the benefit of scientists, educators and the community.
- 3) To protect the environment for the benefit of the public by operating a monitoring program for the upper Homathko River that conforms with standardized protocols for ecological monitoring and climate-change research.
- 4) To advance education by facilitating access to the TFS and the TLBO to researchers for scientific research in the Coast Mountains and Chilotin Plateau.
- 5) To advance education by hosting field-based educational tours of the TFS and the TLBO and educational programs such as lectures for students, teachers, First Nations groups, elders, local residents and the community.

BYLAWS:

MEMBERSHIP

1. Members of the society

- a. Any person interested in becoming a member of the TFSS may apply to the Board of Directors.
- b. A membership application must state:
 1. why the individual wishes to become a member of the society;
 2. their interests in the purposes of the society.
- c. Non-voting members in good standing for 12 months may apply for voting membership.
- d. Acceptance of membership, both voting and non-voting, will be determined at a general meeting of the members.

2. Individual membership

Only individuals may attain membership in the society.

3. Requirements for voting membership

Voting members must be members in good standing (as defined in 8) as well as meet the following requirements:

- a. a registered landowner in the Tatla area; OR
- b. the spouse or common-law partner or dependent of a registered landowner as defined in (a); OR

- c. a resident of the Tatla area a total of six months plus one day within the 12 months preceding the annual general meeting; AND
- d. at least 16 years of age at the time of membership purchase; AND
- e. have actively participated and demonstrated a commitment to the society as a non-voting member for a minimum of 12 months.

4. Exceptions to requirements for voting membership

By special resolution at an extraordinary general meeting, the society may grant voting membership to individuals not meeting the requirements for voting membership.

5. Non-voting membership

- a. Any person not meeting requirements for voting membership may obtain non-voting membership.
- b. Non-voting members may participate in regular activities and meetings of the society as well as serve in an advisory role.
- c. The number of non-voting members must not exceed the number of voting members.
- d. Non-voting members wishing to become voting members must actively participate in the society for a minimum of 12 months before voting membership will be approved.
- e. Active participation is demonstrated by:
 - 1. attendance at a minimum of 50% of general meetings;
 - 2. participation in communal work and TFSS activities; AND/OR
 - 3. participation on a committee.
- f. Throughout these bylaws unless otherwise specified the terms “member” and “membership” include both voting and non-voting members.

6. Membership dues

- a. Membership in the society is \$50.00 per person.
- b. Thereafter the annual membership dues shall be determined at the annual general meeting of the society.
- c. Membership dues must be paid at least 60 days before any general meeting in order to have voting rights.
- d. Membership dues may be paid or renewed on an annual basis only.

7. Term of membership

Each annual membership ends at 11:59 PM on the day of the annual general meeting.

8. Standing of members

All members (voting and non-voting) will be considered to be in good standing when they have:

- a. paid their membership dues;
- b. attended a minimum of 50% of general meetings;
- c. participated in communal work and TFSS activities; AND/OR
- d. participated on a committee; AND
- e. support the guiding principles of the society.

9. Ceasing to become a member

A person shall cease to be a member of the society:

- a. by delivering his or her resignation in writing to the secretary of the society, or by mailing, emailing, or delivering it to the address of the society;
- b. on his or her death;
- c. on being expelled;
- d. on having been a member not in good standing for 12 consecutive months.

10. Expelling a member

- a. A member may be expelled by a special resolution of the voting members passed at an extraordinary general meeting.
- b. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- c. The person who is the subject of the proposed resolution for expulsion shall be given the opportunity to be heard at the general meeting before the special resolution is put to a vote.

11. Register of members

It is the duty of a member to maintain current contact information in the register of members kept by the secretary of the society. At a minimum this includes the member's name and mailing address. Email address and phone number should be included, if available, as well as an indication of the preferred address for contact by the society.

12. Duty of members

Every member shall uphold the constitution of the society and comply with its bylaws. Failure to do so is cause for expulsion from the society.

MEETINGS OF MEMBERS

13. General meetings

- a. General meetings of the society shall be held at a time and place that the directors decide, in accordance with the bylaws of the society.
- b. There will be three types of general meetings for the society:
 1. regular general meetings;
 2. annual general meetings;
 3. extraordinary general meetings.

14. Regular general meetings

- a. Regular general meetings will be held on a semi-annual basis.
- b. Electronic participation in general meetings:
 1. The Board, at its discretion, may determine to hold any general meeting in whole or in part by electronic means, so as to allow some or all members to participate in the meeting remotely.

2. Where a general meeting is to be conducted using electronic means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting in a manner comparable to participants present in person, if any.

3. Persons participating by permitted electronic means are deemed to be present at the general meeting.

15. Annual general meetings

a. The first annual general meeting of the society shall be held not more than 15 months after the date of registration of the society.

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

c. The date of an annual general meeting will be determined at the preceding annual general meeting.

16. Extraordinary general meetings

a. The directors may convene an extraordinary general meeting at a time and place they see fit.

b. The directors may determine that a regular general meeting is an extraordinary general meeting, provided that notice to members is given as required in these bylaws.

17. Request of members for an extraordinary general meeting

a. On the request of 10% or more of the voting members of the society, the directors of the society must convene an extraordinary general meeting of the society without delay.

b. The request will contain the following information:

1. the purpose of the extraordinary general meeting;

2. the names and signatures of the members requesting the meeting.

c. The request will be hand-delivered to the secretary of the society, or, failing that, to one of the other directors.

d. If, within 21 days after the hand delivery of the request to the secretary, the directors do not convene the extraordinary general meeting, the members requesting the meeting may themselves convene an extraordinary general meeting within 4 months of the request for the meeting.

e. The extraordinary general meeting convened by request of the voting members must be convened in the same manner, as nearly as possible, as extraordinary general meetings are convened by the directors, and notice to members must be given as required in these bylaws for extraordinary general meetings.

18. Notice required for general meetings

a. Notice to members shall be given 14 calendar days in advance of a regular general meeting of the society.

b. Notice to members shall be given 30 calendar days in advance of an annual general meeting of the society.

c. Notice to members shall be given 14 calendar days in advance of an extraordinary general meeting of the society.

d. Notice to members of a general meeting shall specify the place, day, and hour of meeting, and, in case of special business, the general nature of that business.

19. Members entitled to receive notice of general meetings

- a. Notice of a general meeting shall be given to every member shown on the register of members on the day notice is given.
- b. No other person is entitled to receive a notice of the general meeting.
- c. 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.

20. Method of giving notice of general meetings

- a. Official notice to a member will be deemed to have taken place when distributed to the member's preferred address as recorded in the register of members.
- b. Normally and by default a member's preferred address will be a current electronic mail address as per the official membership register held by the secretary of the society.
- c. Members without an electronic mail address or who prefer not to receive notice by electronic mail must indicate to the secretary their preferred address for receiving notice.

21. Minutes of general meetings

- a. Minutes of general meetings will be available to members within 14 days after a meeting.
- b. Minutes will be taken by the secretary of the society. In the absence of the secretary for a meeting, the chairperson shall appoint another person to act as secretary at that meeting.
- c. Minutes will be distributed electronically to members, when feasible.

PROCEEDINGS AT GENERAL MEETINGS

22. Consensus

- a. Business arising at general meetings of the society will normally be resolved by unanimous consensus (100% in agreement) of voting members present who participate in the vote.
- b. Unanimous consensus must be achieved within a reasonable period of time. What defines a reasonable period of time will be determined by the chairperson.
- c. Should unanimous consensus not be reached within a reasonable period of time, then requirements for consensus shall be at least 90% of the voting members present who participate in the vote in agreement.
- d. Should 90% consensus not be reached within a reasonable period of time, as defined by the chairperson, then the business will be resolved by majority vote (greater than 50% in favour required to pass), except in the case of special resolutions (greater than 75% in favour required to pass).

23. Quorum

- a. At regular general meetings of the society a quorum is 25% of the total voting membership listed in the register of members on the day of the regular general meeting.

- b. At annual general meetings of the society a quorum is 50% of all voting members listed in the register of members on the day of the annual general meeting.
- c. At extraordinary general meetings of the society a quorum is 50% of all voting members listed in the register of members on the day of the extraordinary general meeting.

24. No business to be conducted without a quorum

- a. No business, other than the election of a chairperson for the meeting, and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- b. If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

25. Absence of a quorum at the beginning of general meetings

- a. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the request of the members, shall be terminated.
- b. In any case other than as in (a) the meeting shall be adjourned and rescheduled within 30 days
- c. If a quorum is not present at the rescheduled meeting within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

26. Chairperson of general meetings

- a. The chair of the society, the vice chair, or in the absence of both, one of the directors present, shall preside as chairperson of a general meeting.
- b. If at a general meeting there is no chair, vice chair, or other director of the society present within 15 minutes after the time appointed for holding the meeting, or if the chair and all the other directors present are unwilling to act as chairperson, the voting members present shall choose one of the voting members to be chairperson of the meeting.

27. Adjournment of general meetings

- a. 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 in which the adjournment took place.
- b. When a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- c. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

28. Agenda at general meetings

- a. The directors of the society create the agenda for general meetings.
- b. Members may add/subtract items to the agenda of regular general meetings at the beginning of the meeting when additions/deletions are called for by the chairperson.
- c. Members may also add items to the agenda of regular general meetings by submission in writing to the directors prior to the meeting.

- d. The agenda of annual general meetings must accompany the notice to members of the meeting at least 30 days in advance of the meeting.
- e. The agenda of extraordinary general meetings must accompany the notice to members of the meeting at least 14 days in advance of the meeting.
- f. Members may propose additions and deletions to the agenda of annual general meetings and extraordinary general meetings by submission in writing to the directors in advance of the time of notification of the meeting.
- g. Directors may refuse deletions from the agenda, but they may not refuse additions to the agenda.
- h. Members wanting to put items on the agenda of an annual general meeting must submit a “member proposal” in writing, less than 250 words, to the Board no later than 7 days before the annual general meeting.

29. Resolutions at general meetings

- a. All resolutions proposed at general meetings must be seconded in order to be discussed.
- b. The chairperson of a meeting may propose or second a resolution.
- c. In case of equality of votes on a resolution, the chairperson 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.
- d. Special resolutions can be approved only at an extraordinary general meeting or at the annual general meeting.
- e. Special resolutions must be stated in the official notice of meeting given to members at least 14 days in advance of the meeting.

30. Voting at general meetings

- a. A voting member in good standing is entitled to one (1) vote on matters for determination by the members. No other person is entitled to vote on a matter for determination by the members, whether at a general meeting or otherwise.
- b. Voting is by a show of hands, except in the case of the election of directors, when it is by secret ballot.
- c. Voting will also be by secret ballot when requested and seconded by voting members of the society.
- d. Members participating electronically in a meeting are allowed to vote.
- e. Voting is allowed through phone or email contact at the time of the meeting, if arranged prior to the meeting with the Board of Directors.
- f. Voting by proxy is permitted.

31. Voting by proxy

- a. Proxy voting is permitted
- b. A voting member may appoint another such member to act and vote as the member's proxy at a general meeting.
- c. A member must not hold more than three proxies.
- d. The instrument appointing a proxy must be in the following form:

I, _____, of _____, hereby appoint _____, of _____, as my proxy to vote for me and on my behalf at the general meeting of the Tatlayoko Field Station Society on the ____ day of ____, 20__, and at any adjournment thereof. Signed at _____ this ____ day of ____, 20__. (Signature of applicant)

e. A proxy must be received not fewer than 15 minutes before the time set for the start of a general meeting.

f. A proxy is only valid for the meeting for which the proxy is given, and any adjournment of that meeting.

DIRECTORS AND OFFICERS

32. Duties of directors

a. The directors may exercise all the powers and do all the acts and things that the society may exercise and do, subject 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 a general meeting.

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

33. Number of directors

a. The number of directors shall be 3 at a minimum up to a maximum of 8.

b. The chair, vice chair, secretary, and treasurer shall be directors of the society.

34. Requirements for directors

a. A director of the society must be a voting member as defined in the bylaws.

b. A director must be a voting member of the society for the 12 months preceding his or her election as a director.

c. A director must attend at least 50% of the meetings of the society.

35. Term of directors

a. The directors shall serve a 2-year term before automatically resigning at the annual general meeting.

b. On every even calendar year, 3 directors shall resign after a 2-year term except the first year following implementation of the present bylaws, in which instance the term shall be only one year.

c. On every odd calendar year, the directors who did not resign on an even calendar year shall resign after a 2-year term.

36. Election of directors

a. Separate elections shall be held for each office to be filled.

b. An election may be by acclamation; otherwise it will be by ballot.

c. If no successor is elected, the person previously elected or appointed to the office continues to hold office.

37. Filling vacancies in the directors

- a. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors of the society.
- b. A director so appointed holds office only until the next annual general meeting of the society, when an election shall occur.
- c. A director so appointed is eligible for re-election at the meeting in accordance with the bylaws of the society.

38. Proceedings of the directors in the event of a vacancy

No act or proceeding of the directors is invalid because there is less than the prescribed number of directors in office.

39. Removal of a director

- a. A director may be removed from office by a special resolution of the voting members passed at an extraordinary general meeting.
- b. The notice of special resolution for removal from office shall be accompanied by a brief statement of the reason or reasons for the proposed removal.
- c. The director who is the subject of the proposed resolution for removal from office shall be given the opportunity to be heard at the general meeting before the special resolution is put to a vote.

40. Remuneration of directors

- a. No director shall be remunerated for being or acting as a director.
- b. A director may be reimbursed for expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the society.

PROCEEDINGS OF THE DIRECTORS

41. Meetings of directors

- a. The directors may meet to dispatch business, adjourn, and otherwise regulate their meetings and proceedings as they see fit.
- b. Directors can meet and conduct business by electronic mail, by telephone, or by teleconference.

42. Participation in directors' meetings by telephone or other communications media

- a. A director who is entitled to participate in and vote at a meeting of directors or of a committee of directors may participate or vote, as the case may be, by telephone or other communications media, so long as all directors participating in the meeting are able to communicate with each other.
- b. A director who participates in a meeting as in (a) is deemed to be present at the meeting.

43. Written resolutions of directors

A resolution in writing, signed by all of the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of the directors.

44. Directors' meetings closed to general membership

- a. Directors' meetings will normally be closed to the general membership.
- b. In advance of a directors' meeting a member of the society may request from the chairperson permission to attend the meeting. The chairperson may or may not then grant permission to attend the meeting.

45. Quorum at directors' meetings

- a. The directors must have a quorum to conduct business.
- b. A quorum is 50% of elected directors.
- c. One of the directors present must be the Chair or Vice-Chair society or it is not a quorum.

46. Agenda at directors' meetings

- a. The directors of the society create the agenda for directors' meetings.
- b. Any director may add an agenda item.
- c. The agenda will form part of the minutes of a directors' meeting.

47. Chairperson of directors' meetings

- a. The chair of the society shall be chairperson of all meetings of the directors.
- b. If at a meeting of the directors the chair is not present within 30 minutes after the time appointed for holding the meeting, the vice chair shall act as chairperson.
- c. If neither the chair nor vice chair is present, the directors' meeting is terminated or adjourned.

48. Requesting a directors' meeting

- a. A director may at any time request a meeting of the directors.
- b. On written request of a director, the secretary shall convene a meeting of the directors as soon as practical but no later than 30 days after the request.

49. Committees

- a. The directors may delegate any, but not all, of their powers to committees consisting of directors and/ or voting members, as they see fit.
- b. A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
- c. The directors shall appoint a chairperson for the committee so formed.
- d. If at a meeting of the committee the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the members of the committee who are present shall choose one of their members to be chairperson for that meeting.
- e. The members of a committee may meet and adjourn as they see fit.

50. Director absent from British Columbia

A director may be temporarily absent from British Columbia, but must at all times meet the requirements of being a voting member of the society.

51. Consensus at directors' and committee meetings

- a. Business arising at meetings of the directors and committees formed by the directors shall be decided by unanimous consensus within a reasonable period of time.
- b. The chairperson will decide what defines a reasonable period of time.
- c. If unanimous consensus cannot be reached within a reasonable period of time, as defined by the chairperson, the business will be decided by majority vote (greater than 50% required to pass).

52. Resolutions at directors' meetings

- a. No resolution proposed at a meeting of directors or committee of directors need be seconded.
- b. The chairperson of a meeting of directors or committee of directors may move or propose a resolution
- c. In the case of equality of votes the chairperson does not have a second or casting vote in addition to the vote to which she or he may normally be entitled, and the question shall not pass.

53. Minutes of directors' and committee meetings

- a. Minutes of directors' and committee meetings will be available to members within 14 days after a meeting.
- b. Minutes will be taken by the secretary of the society. In the absence of the secretary for a meeting, the chairperson shall appoint another person to act as secretary at that meeting.
- c. Minutes of directors' and committee meetings will be distributed electronically to members.

54. Responsibilities of directors

Nothing in a contract, the constitution, or the bylaws, or the circumstances of a director's appointment, relieves a director

- a. from the duty to act in accordance with the Society Act and the regulations, or
- b. from a liability that by a rule of law would otherwise attach to the director in respect of negligence, default, breach of duty, or breach of trust of which the director may be guilty in relation to the society.

55. Conflict of interest

- a. A director of the society who, directly or indirectly, will benefit from or is interested in a proposed contract or transaction of the society must disclose fully and promptly to the other directors the nature and extent of the interest.
- b. A director referred to in (a) must disclose to the society any profit made as a consequence of the society entering or performing the proposed contract or transaction, unless
 1. the director discloses the interest as required by section 56 of the Society Act,

2. after the disclosure the proposed contract or transaction is approved by the directors, and
3. the director abstains from voting on the approval of the proposed contract or transaction;

or unless

1. the contract or transaction was reasonable and fair to the society at the time it was entered into, and
 2. after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.
- c. A director referred to in (a) will not be counted in the quorum at a meeting of the directors at which the proposed contract or transaction is approved and will not vote on the issue.
- d. Disclosures as in (a) and (b) will be part of the minutes of the meeting in which they are discussed and will be available to the members of the society in accordance with these bylaws.

DUTIES OF DIRECTORS AND OFFICERS

56. Directors

A director of the society must:

- a. act honestly and in good faith and in the best interests of the society, and
- b. exercise the care, diligence and skill of a reasonably prudent person.

57. Chair

- a. The chair of the society shall supervise the directors and officers in the execution of their duties.
- b. The chair shall preside at all meetings of the society and of the directors.

58. Vice chair

The vice chair shall carry out the duties of the chair during his or her absence.

59. Secretary

The secretary shall:

- a. Conduct the correspondence of the society including the annual report for the registrar of societies.
- b. Issue notices of meetings of the society and directors.
- c. Keep minutes of all meetings of the society and directors.
 1. Minutes shall be ready for distribution within 14 days following a meeting.
 2. Minutes will be made available to all members via electronic distribution.
- d. Have custody 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.
- f. Maintain a register of the members.
 1. This register in whole or in part shall not be distributed to any third parties.
- g. Be responsible for proper conduct of the election process.

h. Secure and prepare the venue for all meetings.

60. Treasurer

The treasurer shall:

- a. Keep the financial records , including books of account, necessary to comply with the society act.
- b. Render financial statements to the directors, members, and others when required.
- c. Receive and disburse funds in accordance with the bylaws of the society.

61. Dual office

a. The duties of the secretary or treasurer may be delegated to any one of the directors who then may hold dual office.

62. Field Station Manager

The society may, at the decision of the Board, contract a field station manager to administer the Tatlayoko Field Station property and activities.

ELECTIONS

63. Returning officer and witness

The chair will approve the appointment of a returning officer and a witness who will preside over the election process and counting of ballots.

64. Voting

- a. Election of officers will be by written ballot only.
- b. Ballots and a written record of the tally of the voting results will be retained in the permanent records of the society.
- c. Only voting members in good standing may vote during an election.
- d. There will be no proxy or mail-in votes during an election.

65. Nominations

- a. Nominations may be made by voting members only.
- b. Nominations shall be from the floor at the annual general meeting of the society.
- c. Nominations may also be in a letter addressed to the chair of the society signed by (1) the nominator, (2) the second, and (3) the nominee accepting the nomination.
- d. Nominations must be seconded by a voting member of the society.
- e. Nominees unable to be present at the election must submit a letter accepting the nomination.

66. Requirements for nominees

A nominee must have been a voting member of the society for the 12 months preceding the election.

67. Winners must have a majority of votes

- a. The elected nominee shall be the nominee who has the majority (greater than 50%) of votes.
- b. In the case that there is not a majority of votes after the first ballot:
 1. There will be a witnessed recount of the ballots.
 2. If there is still not a majority of votes, then there will be a re-casting of ballots, with former ballots being null and void. Thus there will be voting as if no previous voting had occurred.
 3. If there is still not a majority of votes after this second vote, there will be a witnessed recount of the ballots.
 4. If there is still not a majority of votes, the returning officer may:
 - i. Ask if any nominee wishes to secede their nomination.
 - ii. Ask if the nominees wish to decide the vote on the toss of a coin.
 - iii. Failing the above, declare the process null and void.
- c. If the process is declared null and void, there will be an extraordinary general meeting of the society within 90 days to hold another election for that director's position.

68. Review of elections

Within 90 calendar days after the tally of ballots, a nominee may request that the count of ballots be reviewed by the board of directors who will then recommend to the society whether the tally be accepted or not.

FISCAL POLICY

69. Signing authority

- a. The chair, vice chair, and treasurer have signing authority for all financial transactions of the society.
- b. The signatures of at least two officers are required for all financial transactions of the society.

70. Donations and general revenue

All donations will go into general revenue and not be attributed to any specific issue unless so allowed by the directors.

71. Deficits and borrowing

The Tatlayoko Field Station Society will not put itself in a fiscally deficit position by borrowing money, except for short-term operational purposes where repayment is secure, and only when so allowed by special resolution.

BYLAWS

72. Members to receive a copy of the bylaws

- a. On being admitted to membership, each member is entitled to and the society shall give him, without charge, a copy of the constitution and bylaws of the society.

- b. The copy may be distributed in digital format.
- c. It is a duty of the member to read and understand the bylaws of the society.