

Flying L Equine Stewardship Society

Comprehensive Bylaws & Governance Package

Prepared for submission and governance purposes in support of:

- BC Society Incorporation
- CRA Charitable Registration (T2050)

Board of Directors:

- Michael Lares — Chairman and Founder
- Chief Roger William — Indigenous Stewardship Advisor
- Haley Gunville — Secretary
- Mike Hawkridge — Director
- Marcia Niewada — Treasurer

ARTICLE 1 — NAME

The name of the Society is:

Flying L Equine Stewardship Society

ARTICLE 2 — PURPOSES

The purposes of the Society are:

1. To advance animal welfare by providing rescue, rehabilitation, sanctuary, veterinary support, and humane care for horses and other equine animals in need.
2. To promote the humane treatment and responsible stewardship of horses and other equine animals through public education, outreach programs, workshops, and community engagement.
3. To establish and operate facilities, programs, and services that support equine health, rehabilitation, and welfare in a manner consistent with charitable purposes.
4. To work collaboratively and respectfully with local communities and Indigenous peoples in matters relating to stewardship, animal welfare, ecological sustainability, and humane equine practices.
5. To undertake activities incidental and ancillary to the attainment of the above charitable purposes.

ARTICLE 3 — NON-PROFIT STATUS

The Society shall operate exclusively as a nonprofit organization.

The Society shall not distribute any profits, earnings, or assets to members, directors, or officers except for reimbursement of reasonable expenses or compensation permitted by law and approved in accordance with these bylaws.

No part of the income or assets of the Society shall directly or indirectly benefit any director, officer, member, or related party except as permitted by applicable law and approved by independent directors acting in the best interests of the Society.

ARTICLE 4 — CHARITABLE COMPLIANCE

The Society shall operate in accordance with:

- the British Columbia Societies Act,
- Canada Revenue Agency charitable requirements,
- and all applicable federal, provincial, and municipal laws.

The Society shall use its resources exclusively for charitable purposes.

The Society shall not carry on activities inconsistent with maintaining charitable registration.

ARTICLE 5 — MEMBERSHIP

5.1 Membership

The Society may have members as determined by the Board of Directors.

Membership may include:

- voting members,
- non-voting supporters,
- honorary members,
- or additional classifications approved by the Board.

5.2 Admission

Membership applications may be approved by the Board.

5.3 Rights of Members

Voting members may:

- attend general meetings,
- vote on Society matters,
- and participate in governance matters permitted under these bylaws.

5.4 Termination

Membership may be suspended or terminated by resolution of the Board where a member acts contrary to the purposes or best interests of the Society.

ARTICLE 6 — BOARD OF DIRECTORS

6.1 Authority

The Board of Directors shall govern the affairs of the Society.

The Board shall:

- oversee operations,
- establish policies,
- ensure financial accountability,
- and act in the best interests of the Society and its charitable purposes.

6.2 Composition

The Board shall consist of not fewer than three directors.

Initial directors include:

- Michael Lares — Chairman and Founder
- Chief Roger William — Indigenous Stewardship Advisor
- Haley Gunville — Secretary
- Mike Hawkridge — Director
- Marcia Niewada — Treasurer

6.3 Eligibility

Directors must:

- support the purposes of the Society,
- act honestly and in good faith,

- and comply with applicable law.

6.4 Terms

Directors shall serve terms determined by the Board or membership.

6.5 Removal

A director may be removed by ordinary resolution where the director:

- breaches fiduciary duties,
- acts contrary to the Society's interests,
- or violates these bylaws.

6.6 Vacancies

The Board may appoint directors to fill vacancies.

ARTICLE 7 — OFFICERS

7.1 Officers

The officers of the Society shall include:

- Chairman,
- Secretary,
- Treasurer,
- and additional officers as determined by the Board.

7.2 Chairman

The Chairman shall:

- provide leadership to the Board,
- preside at meetings,
- and oversee strategic governance matters.

7.3 Secretary

The Secretary shall:

- maintain records and minutes,
- issue meeting notices,

- and maintain Society records.

7.4 Treasurer

The Treasurer shall:

- oversee financial accountability,
- review financial reporting,
- support budgeting and financial controls,
- and ensure proper stewardship of charitable funds.

The Treasurer role is governance-focused and does not necessarily include day-to-day bookkeeping.

ARTICLE 8 — MEETINGS

8.1 Annual General Meeting

The Society shall hold an Annual General Meeting each calendar year.

8.2 Board Meetings

Board meetings may be held regularly as determined by the Board.

8.3 Electronic Meetings

Meetings may be conducted electronically.

8.4 Notice

Reasonable notice shall be provided for meetings.

8.5 Quorum

A majority of directors shall constitute quorum.

8.6 Voting

Decisions shall be made by majority vote unless otherwise required by law.

ARTICLE 9 — FINANCIAL MANAGEMENT

9.1 Financial Oversight

The Society shall maintain complete and accurate financial records.

9.2 Banking

The Society shall maintain bank accounts in the Society's name.

9.3 Signing Authority

The Board shall establish signing authorities and financial controls.

9.4 Use of Funds

All funds shall be used exclusively for charitable purposes.

9.5 Budgets

The Board shall review and approve budgets and significant expenditures.

9.6 Financial Reporting

Financial reports shall be presented regularly to the Board.

9.7 Audit or Review

The Society may conduct financial reviews or audits where appropriate.

ARTICLE 10 — CONFLICT OF INTEREST

10.1 Duty to Disclose

Directors and officers shall disclose actual, perceived, or potential conflicts of interest.

10.2 Abstention

Individuals with conflicts shall abstain from discussion and voting regarding the matter.

10.3 Related Party Transactions

Transactions involving related parties must:

- be reasonable,
- be documented,
- be approved by disinterested directors,
- and demonstrably serve the best interests of the Society.

10.4 No Improper Benefit

No director or related party shall receive improper private benefit from the Society.

ARTICLE 11 — RELATIONSHIP TO FLYING L RANCH LTD.

The Society may lease land, facilities, equipment, or services from Flying L Ranch Ltd. under written agreements.

All arrangements shall:

- be documented,
- reflect fair and reasonable value,
- support charitable purposes,
- and avoid undue private benefit.

The Society shall maintain:

- separate governance,
 - separate banking,
 - separate financial records,
 - and independent operational oversight.
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ARTICLE 12 — INDIGENOUS STEWARDSHIP PRINCIPLES

The Society recognizes the importance of respectful engagement with Indigenous communities and governance structures.

The Society does not claim ownership or jurisdiction over Indigenous Title Lands.

The Society intends to operate in a manner respectful of:

- Indigenous governance,
- cultural values,
- ecological sustainability,
- and stewardship-based practices.

Chief Roger William serves in his personal capacity as Indigenous Stewardship Advisor.

ARTICLE 13 — EDUCATION AND OUTREACH

The Society may provide:

- workshops,
- educational programs,
- public outreach,
- stewardship education,
- and equine welfare information.

Programs may be delivered:

- online,
 - in person,
 - or through collaborative initiatives.
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ARTICLE 14 — COMMITTEES

The Board may establish committees as required.

Committees may include:

- finance committees,
- governance committees,
- fundraising committees,
- animal welfare committees,
- or advisory groups.

Committees shall report to the Board.

ARTICLE 15 — RECORDS

The Society shall maintain:

- minutes,
- financial records,
- resolutions,
- policies,
- and other required records.

Records shall be retained in accordance with applicable law.

ARTICLE 16 — INDEMNIFICATION

To the extent permitted by law, the Society may indemnify directors and officers acting honestly and in good faith in the performance of their duties.

ARTICLE 17 — AMENDMENTS

These bylaws may be amended by special resolution in accordance with the British Columbia Societies Act.

ARTICLE 18 — DISSOLUTION

Upon dissolution of the Society:

- all remaining assets shall be transferred to one or more qualified donees or registered charities,
 - and no assets shall be distributed to directors, officers, or private individuals.
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ARTICLE 19 — EFFECTIVE DATE

These bylaws shall take effect upon adoption by the Society.

APPENDIX A — GOVERNANCE PRINCIPLES

The Society is committed to:

- transparency,
 - accountability,
 - stewardship,
 - ethical governance,
 - humane equine welfare,
 - and respectful community engagement.
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APPENDIX B — INITIAL GOVERNANCE STRUCTURE

Initial Board:

- Michael Lares — Chairman and Founder
 - Chief Roger William — Indigenous Stewardship Advisor
 - Haley Gunville — Secretary
 - Mike Hawkridge — Director
 - Marcia Niewada — Treasurer
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APPENDIX C — FINANCIAL CONTROL PRINCIPLES

The Society shall:

- maintain separate banking,
- document expenditures,
- track donations and grants,
- maintain financial reporting,
- and implement reasonable financial safeguards.

Cross-border funding shall be documented appropriately.

End of Bylaws Package