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BYLAWS

Here set forth, in numbered clauses, are the By-Laws providing for the matters referred to in Part 6 of the *Societies Act* and any other By-laws.

Part 1 – Definitions, Interpretation, Society Operations

1.1 In these By-laws, unless the context otherwise requires,

"Act" means the *Societies Act* of the Province of British Columbia from time to time in force and all amendments to it;

“By-Laws” means these By-Laws as altered from time to time

“Directors” in relation to a society, means an individual who has been designated, elected or appointed in accordance with the bylaws, as a member of the board of directors of the society, regardless of the title by which the individual is called

“Member” means a person who subsequently has become a Society member in accordance with the By-laws, and, in either case, has not ceased to be a member;

"Officer Term" has the same meaning as “term”.

"Ordinary Resolution" means a resolution passed at a general meeting by a simple majority of the votes cast by the voting members, whether cast in person or by other means authorized in accordance with the bylaws

"Registered address" of a member means his address as recorded in the register of members;

“Special Resolution” means a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members, whether cast in person or by other means authorized in accordance with the bylaws

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

"Term” means the time between the annual general meeting and the immediate next annual general meeting;

Written Notice means hard copy and/or electronic correspondence

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

Definitions in Act apply

1.2. The definitions in the *Societies Act* on the date these By-laws become effective apply to these By-laws.

Conflict with Act or Regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations prevail.

Society Operations

1.4 The operations of the Society are to be chiefly carried out in The Thompson Nicola Regional District in the Province of British Columbia.

1.5. Paragraph 1.4 and 1.5 were " previously unalterable".

Part 2 – Members

Application for Membership

2.1 A person may apply for membership in the Society by completing and signing the application and waiver forms prescribed by the Directors and presenting the forms to the Secretary or send it to the registered address of the Society together with the full amount of dues, if any, fixed from time to time by the Board for the category of membership and category of rowing activity for which application is made. Upon acceptance by the Directors or their designate, that person shall become a member.

Duties of Members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

2.3 Each member shall inform the Secretary or his designate in writing of his up-to date address and e-mail address (if any) and fax number (if any) for the purposes of receiving notices from the Society. This is an ongoing obligation.

Membership Classes

2.4 There are 2 classes of club membership

a. **Rowing Members**: individuals who participate in the Society's rowing privileges including use of the equipment and facilities of the Society and who have paid and/or maintain current rowing membership dues. Rowing club membership dues may include registration costs with ROWING B.C. and ROWING CANADA AVIRON. Rowing Members, > 19 y.o., shall be entitled to vote and to hold office. Those Rowing Members, 19 y.o and under, can have one of their parents or guardians represent their vote if the parent or guardian is not a Rowing Member.

b. **Honorary Members**: individuals and corporations, whether or not they are or ever have been members of the Society, whom the Directors consider to be friends of rowing and whom the Directors, by ordinary resolution, have designated as Honorary Members for such term as the Directors may specify. No membership dues are payable by Honourary Members. Honorary members shall not be entitled to vote, hold office, participate in the society's rowing privileges, or use the equipment of facilities of the Society.

Membership Freeze

2.5 The Directors, may at any time postpone, on terms and conditions, the consideration of all or some applications for membership.

Membership Dues

2.6. The Directors will determine the membership dues and fee payment schedule once a year at the Annual General Meeting.

2.7 Acceptance of proposed changes in annual membership dues for the subsequent year, if any, will be enacted if approved by a simple majority vote of the Members at the Annual General Meeting.

Member and Good Standing

2.8 All members are in good standing except a member who fails to pay the member's annual membership dues or other subscription or has debt due and owing to him to the Society. The member is not in good standing for so long as those dues remain unpaid.

2.9 Unless the Board otherwise decide, a member who has not paid his membership fee may at any time bring himself into good standing by paying his membership fee even though it is past due.

2.10 A member who is not in good standing

a. may not vote at a general meeting

b. is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Cessation of Membership

2.11 A person shall cease to be a member of the Society:

a. by delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;

b. on his death or in the case of a corporation on dissolution;

c. on being expelled; or

d. having not been a member in good standing for a period of 30 days

2.12 Upon cessation of Membership, there shall be no refund of club membership dues.

Discipline, Expulsion, or both of Members

2.13 The Directors may discipline, expel, or both, a member according to these Bylaws

a. The Directors may decide to discipline, expel or both, a member by a **special resolution, two-thirds vote of Directors present**.
b. A member subject to this vote must be given at least seven days written notice of such a meeting, and a brief description of the reason(s).
c. The member who is subject to these actions will be given the opportunity to be heard in person or by agent prior to the vote.

Part 3 –Meeting of Members

Notice

3.1 A notice

a. may be given to a member either personally or by mail to him at his registered address.

b. sent by mail shall be deemed to have been given on the second day following that on which the notice is sent and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
c. may also be given to a member by emailing it or faxing it to an email addresses or fax number provided by the member.
d. sent by email or fax shall be deemed to have been given on the second day following that on which the notice is sent by email or fax, and in proving that notice has been given it is sufficient to prove that the notice was sent to the email address or fax number provided by the member as required by these By-laws.
e. may only be provided to those mentioned in the above paragraph and no others, regarding a general meeting.

General Meeting

3.2. Every general meeting of the Society other than an annual general meeting (AGM), is considered an extraordinary general meeting. An annual general meeting is a general meeting. An AGM

a. shall be held at such time and place, in accordance with the *Societies Act* as the Directors decide.
b. shall be held at least once every calendar year.
c. shall be announced with a minimum of 1 week (7 days)
d. notice
    I. will be "sent" to every member shown on the register of members on the day notice is given and the auditor, if Part 9 applies.
    II. must specify the place, the day and the hour of meeting and in case of special business, the general nature of that business.
    III. of meeting that is accidently not provided, or the non-receipt of a notice by, any of the members entitled to receive notice, does not invalidate proceedings at that meeting.

3.3 Participation in a general meeting and extraordinary general meetings may be allowed by electronic means accepted by the Board.

Part 4 - Proceedings at General Meetings

Chair

4.1 The following determines the order and selection of who will chair a general meeting:

a. The President of the Society, the Vice President or, in the absence of both, one of the other Directors present, shall preside as Chairperson of a general meeting
b. If at a general meeting:
    I. there is no President, Vice Presidents or other Director present within 15 minutes after the time appointed for holding the meeting; OR
    II. the President and all the other Directors present are unwilling to act as Chairperson; the members present shall choose one of their members to be Chairperson

Order of Business

4.2 The order of business at a general meeting is as follows:

a. elect an individual to chair the meeting, if necessary;
b. determine that there is a quorum;

c. approve the agenda;
d. approve the minutes from the last general meeting;
e. deal with unfinished business from the last general meeting;
f. if the meeting is an annual general meeting,
    I. receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
    II. receive any other reports of directors' activities and decisions since the previous annual general meeting,
    III. elect or appoint directors, and
    IV. (iv) appoint an auditor, if any;
g. deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
h. terminate the meeting.

Special business

4.3 Special business is defined as:

a. all business at 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,
    vi. the appointment of the auditor, if required, and
    vii. such other business as, under these By-laws, 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.
    viii. setting the Annual Membership Dues

Quorum

4.4 A quorum is 5 voting members present or such greater number as the members may determine at a general meeting.

Lack of Quorum

4.5

a. No business, other than the election of a Chairperson 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.
c. 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.
~~d.~~ 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, provided there are at least 3 members present.

Voting and Resolutions

4.6

a. No resolution proposed at a meeting need be seconded, and the Chairperson of a meeting may move or propose a resolution.
b. In case of an equality of votes, the Chairperson shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
c. A member in good standing present at a meeting of members is entitled to one vote.
d. Voting is by show of hands, unless the members present otherwise decide.
e. Voting by proxy is allowed and submitted to the chosen proxy representative prior to the start of the meeting.
f. A 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 reckoned as a member for all purposes with respect to a meeting of the Society.
g. General Resolutions are a simple majority vote and Special Resolution require a 2/3 majority vote
h. The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded by the secretary in the minutes of the meeting."

Adjourned Meeting

4.7 A general meeting may be adjourned from time to time and from place to place, but

a. no business shall be transacted at an adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place.
b. 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.
c. Except as provided in this By-law, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.

Part 5 - Directors and Officers

Responsibilities

5.1. A Director:

a. shall act honestly and in good faith and in the best interests of the Society; and

b. shall exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a Director.

c. who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose, fully and promptly, the nature and extent of his interest to each Director and otherwise comply with the requirements of the *Societies Act.*

d. shall inform the Secretary or his designate in writing of his up-to date address and e-mail address (if any) and fax number (if any) for the purposes of receiving notices regarding the affairs of the Society. This is an ongoing obligation.

General Powers of Directors

5.2 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 By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in the general meeting, but subject, nevertheless, to the provision of:

a. all laws affecting the Society;

b. these By-laws; and

c. rules, not being inconsistent with these By-laws, which are made from time to time by the Society in the general meeting.

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

Number and Qualifications of Directors

5.4 There shall be a minimum of 3 directors.

5.5 A Director should be a member. However, the failure of a Director to be a member shall not invalidate his appointment, election, or continuance as a Director.

Terms of Directors and Their Replacement

5.6 A Director shall

a. be elected at an annual general meeting for one term
b. upon retirement from term be eligible for re-election
c. be elected at the annual general meeting by election procedures to be determined by the members present.
d. be appointed by the Directors to fill a Director vacancy that arises as a result of a resignation, death or incapacity of a director during the director's term of office. This appointed Director holds office until the next annual general meeting.
e. Be elected via procedures at the AGM to be determined by the members present.

Meetings, Quorum, Notices

5.7

a. The Directors may, at any time, and the Secretary on the request of two Directors, shall convene a meeting of the Directors.
b. The President shall be Chairperson of all meetings of the Directors unless the Directors otherwise decide.
c. The quorum necessary for the transaction of business is a minimum of 3 Directors
d. Notices may be given to Directors in the same manner as notices are given to members.

Committees of the Directors

5.8

a. Committee appointments will be made at the first meeting following the annual general meeting.

b. The Directors may delegate any, but not all, of their powers to Committees consisting of such persons as they think fit, and may name the Committee.
c. 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 Directors, and shall report every act or thing done in exercise of those powers to the Directors.
d. Subject to directions of the Directors, the Committee shall determine its own procedure.
e. The members of a Committee may meet and adjourn as they think proper.

Executive Committee of the Directors

5.9 There shall be an Executive Committee of the Directors

a. that shall be composed of the following persons:
    I. The President, Vice President and the Treasurer-Secretary; or
    II. Such Directors designated by the Executive Committee.
b. of which vacancies on this committee may be filled by any Directors
c. which is subject to these By-laws that apply to Committees of the Directors as necessary changes occur to the Executive Committee.

Directors Meetings: General and In-Camera

5.10 The Directors or Committee of the Directors

a. may meet at such times and places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, provided that such regulations are not inconsistent with the Constitution of the Society and these By-Laws. The meetings may be held in whole or in part, by telephone or other communications medium if all participating in the meeting, whether by telephone, by other communications media or in person, are able to communicate with each other.
b. may hold **In-Camera Meetings** where every Director shall keep confidential information obtained in such a meeting unless the release of such information is required by law or is allowed for by a decision or policy of the Directors.

Resolutions and Voting

5.11 At a meeting of Directors or Committee of Directors

- A resolution in writing, signed by at least three of the existing Directors or Committee members and placed with the minutes of the Directors or the Committee, is as valid and effective as if regularly passed at a meeting of the Directors or the Committee.
- No resolution proposed need be seconded, and the Chairperson of a meeting may move or propose a resolution.
- A majority vote must occur on any questions arising from these meetings

c. The Chairperson is not allowed a second or casting vote in the event of an equality of votes on an issue.

Officers

5.12

a. The President, One Vice President, Secretary – Treasurer, Registrar and one Director at large will be elected by the members and shall be Officers of the Society
b. An Officer must be a Director and ceases to be an Officer when he ceases to be a Director.

c. Officers shall be elected at the annual general meeting and serve for one year, upon election. Upon retirement, an office may choose to run for a second term as their choice.
d. The Directors may at any time appoint a Director to fill any Officer vacancy. Any Officer so appointed shall serve the unexpired officer term of the Officer he is replacing.

Removal of a Director

5.13 Removal of Director / Officer by Directors procedure

I. by special resolution from directors for any reason before the expiration of his term in office and may elect, by 2/3 vote of all other directors, a successor to serve to the next annual general meeting.
II. The notice of special resolution for removal shall be accompanied by a written brief statement of the reason(s) for the proposed removal.
III. The person who is the subject of the proposed resolution for removal shall be given an opportunity to be heard in person or by agent at a meeting of all directors before the special resolution is put to a vote.

5.14 No act or proceeding of the Directors or Officers is invalid only by reason of there being less than the prescribed number of Directors or Officers in office.

Return of Documents and Property

5.15 At any time the Directors may require, on terms and conditions, a Director, Officer, member, or a former Director, Officer, or member to return any property or document belonging to the Society that happens to be in the control or possession of such Director, Officer, member, or such former Director, Officer or member.

Remuneration of Directors/Officers

5.16 In conformity with Part 5 of the Act, no Directors or Officers shall be remunerated for being or acting as a Director or Officer, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

Leave of Absence

5.17 A leave of absence

a. Must be at the voluntary request of the Director or Officer concerned.
b. Must be requested in writing
c. Does not require that any notice of meetings of the Directors or Committees be sent to a Director or Officer on leave.

Regular Leave of Absence

5.18

a. Directors may grant a regular leave of absence to any Director or Officer on terms and conditions.
b. Directors shall then assign the duties and powers of that Director or Officer to another Director or Officer.
c. During a regular leave of absence, but not a short leave of absence, the Directors or Officers absent shall not be counted towards any quorum of the Directors or Committee of the Directors. The necessary quorum shall therefore be reduced by one.

Short Leave of Absence

5.19 Subject to any directions from the Directors

a. the President may grant a short leave of absence to any Director or Officer on terms and conditions.
    - The President shall then assign the duties and powers of that Director or Officer to another Director or Officer or to the President.
    - Such short leave of absences and transfer of duties and powers shall last no longer than the next Directors' meeting.
    - A full report shall be given by the President at that meeting.
b. the Vice President may grant a short leave of absence to the President on terms and conditions.
    - The Vice President shall then assume the duties and powers of the President.
    - Such short leave of absences and assumption of duties and powers shall last no longer than the next Directors' meeting.
    - A full report shall be given by the Vice President at that meeting.

5.20 In case of a conflict between the powers of the President and Vice President to grant short leave of absences and to assign or assume duties and powers and the Directors' powers to grant a regular leave of absence and to assign duties and powers, the Directors' powers shall prevail.

5.21 Nothing in the preceding sections dealing with types of leave of absences impairs the power of the Directors under the By-laws to transfer duties and powers among the various Directors or Officers. Such power to transfer duties and powers supersedes the By-laws dealing with leaves of absence.

Part 6 - Duties of Officers

6.1 The President is:

a. the Chief Executive Officer of the Society

b. the chief spokesperson for the society

c. the supervisor of other Paid Staff, Directors or Officers

d. present at all meetings of the Directors unless the members or Directors otherwise decide.

6.2. The Vice President shall:

a. assist the President;

b. carry out the duties and exercise the powers of the President during any absence of the President.

6.3 The Secretary, or person designated by the Directors, shall:

a. conduct the correspondence of the Society;

b. issue notice of meetings of the Society and Directors;

c. keep minutes of all meetings of the Society and Directors;

d. have custody of all records and documents of the Society except those required to be kept by the Treasurer; and

e. have custody of the common seal of the Society

f. attend meetings but if absent, the Directors shall appoint another person to act as Secretary at the meeting.

6.4 The Treasurer, or person designated by the Directors, shall:

a. keep such financial records, including books of account, as are necessary to comply with the *Societies Act*

b. render financial statements to the Directors, members and others when required.

6.5 The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

Duties and Assignments

6.6 Other Officers, if any, shall perform such duties as the members may decide at a general meeting or an extraordinary general meeting.

6.7 The Directors or members may add additional duties or powers to any Director or Officer or transfer duties or powers among Directors or Officers.

6.8 Some or all Duties of Officers may be performed by staff and those duties shall be determined by the Executive Committee and form part of the staff person's duties.

6.9 The Directors shall

a. enter in the register the names of applicants and the name of every other person admitted as a member of the Society, together with the following particulars of each:
    I. the full name and residence address;
    II. the date on which a person is admitted as a member; and
    III. the date on which a person ceases to be a member.
b. ensure that all reports, including financial reports, required by law to be prepared by the Society for the annual general meeting are prepared
c. ensure that all financial and other reports that must be filed after the annual meeting are filed as required by the *Societies Act* and *Income Tax Act* or other law.
d. ensure the Society has at least one account with a chartered bank, credit union, or trust company for the deposit of funds.
e. keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:
    I. all money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;
    II. every asset and liability of the Society; and
    III. every other transaction affecting the financial position of the Society.

Part 7 Signing Authority

7.1 A contract or other record to be signed by the Society must be signed on behalf of the Society

(a) by the president, together with one other director,

(b) if the president is unable to provide a signature, by the vice-president together with one other director,

(c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or

(d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 8 - Borrowing

8.1 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 a manner as they decide, and in particular, but without limiting the generality of the foregoing, by the issue of debentures.

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

8.3 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

Part 9 - Auditor

9.1. If the Society is required or has resolved to have an auditor

a. The auditor shall be appointed by the Directors, who shall also fill all vacancies occurring in the office of the auditor.
b. At each annual general meeting, the Society may appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual meeting.
c. An auditor may be removed by ordinary resolution.
d. An auditor shall be informed forthwith in writing of appointment or removal.
e. No Director and no employee of the Society shall be auditor.
f. The auditor may attend general meetings.

Part 10 - Inspection of Documents by Members and Directors Inspection by Members

10.1 Subject to the *Personal Information Protection* Act:

a. the books and records of the society, with the exception of the current and past membership lists (registry), shall be open to inspection by members on reasonable notice at the office of the society but no copies can be made unless authorized by the directors;

b. Subject to a resolution of the Directors or any law requiring otherwise, documents of the Society, including its accounting records, must be open to the inspection of a director.

Part 11 – Access to Constitution and By-laws

11.1. After being admitted, a member is entitled to a hard copy of the Constitution and By-laws upon paying the sum of $10.00. If the Constitution and By-laws are available in electronic format, the member is entitled to an electronic copy of the Constitution and By-laws at no cost.

Part 12 – Fiscal Year End

12.1 The fiscal year of the Society shall commence on the 1st day of January of each year, unless the fiscal year is changed by resolution of the board of directors

Part 13- Funds and Assets Disbursement

13.1 The activities and purposes of the Society shall be carried on without purpose of gaining for its members or any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society.

13.2 Upon winding-up the society, any funds and remaining assets after payment of its liabilities shall be given or transferred to Rowing British Columbia or organizations promoting interest in or development of the sport of rowing, as may be determined by the Members of the Society at the time of winding-up, and if effect cannot be given to the foregoing provisions, then such funds shall be given to some other organization; provided that each organization referred to in this paragraph shall be a charitable organization, a charitable corporation or charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.

13.3 Paragraphs 13.1, 13.2 and 13.3 were " previously unalterable".