

BY-LAWS

SECTION 1 INTERPRETATION

In these bylaws, **unless** the context otherwise requires:

1.1 “Directors”

Means the directors of the Association. for the time being.

1.2 “Societies Act 2016”

Means the Societies Act of British Columbia from time to time in force and all amendments to it.

1.3 “Registered Address”

The registered address of a member means the member’s address as recorded in the register of members.

1.4 The definition of the Societies Act 2016 on the date these bylaws become effective apply to these bylaws.

1.5 Words importing the singular include the plural and visa versa, and words importing a male person include a female person and a corporation.

Issued: 23-3-2018

Amended: 27-8-2019

Amended 19-3-2020

Amended 28-4-2022

SECTION 2 MEMBERSHIPS

- 2.1** A resident of Summerland and District may apply to the Board for membership in the Association, and on acceptance by the Board, is a member.
- 2.2** Every member must uphold the constitution and comply with these bylaws.
- 2.3** The Board shall determine the annual membership dues.
- 2.4** A person ceases to be a member of the Association.
- (a) By delivering his/her resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Association.
- (b) On his/her death.
- (c) On being expelled or was a member not in good standing for 12 consecutive months.
- 2.5** (a) A member may be expelled by a special resolution of the members passed at a general meeting.
- (b) The notice for a special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (c) The person who is the subject of the proposed special resolution for expulsion must be given an opportunity to be heard at the General Meeting before the special resolution is put to a vote.
- 2.6** All members are in good standing except a member who fails to pay his/her current annual membership fee, or other subscription or debt owed to the Association., and the member is not in good standing so long as the debt remains unpaid.
- 2.7** A member, upon providing reasonable written notice, may only inspect the audited financial statements and minute book of the Association.

Issued: 23-3-2018

Amended: 27-8-2019
Amended 19-3-2020
Amended 28-4-2022

SECTION 3 MEETING OF MEMBERS

- 3.1** General Meetings of the Association. must be held at the time and place, in accordance with the Societies Act, that the Board decides.
- 3.2** General Meetings, other than an Annual Meeting, are Extraordinary General Meetings.
- 3.3** The Board may, when they determine, convene an Extraordinary Meeting.
- 3.4** Notice of a General Meeting must specify the place, day and hour of the meeting and in the case of special business, the general nature of the business.
- 3.5** An Annual General Meeting must be held once in every calendar year and shall not take place later than three months after the Association's fiscal year end.

Issued: 23-3-2018

Amended: 27-8-2019

Amended 19-3-2020

Amended 28-4-2022

SECTION 4 PROCEEDINGS AT GENERAL MEETINGS

Special business is.

- 4.1** All business at an Extraordinary General Meeting except the adoption of rules of order
;
- 4.2** All business conducted at an Annual General Meeting, except the following:
- a) The adoption of rules of order.
 - b) The consideration of then financial statements.
 - c) The report of directors.
 - d) The report of the auditor, if any.
 - e) The election of directors.
 - f) The appointment of the auditor, if required.
- 4.3** Business other than the election of the President and the adjournment or the termination of the meeting must not be conducted at a General Meeting at a time when a quorum is not present.
- 4.5** If at any time during a General Meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.6** A quorum is 9 members present or a greater number that the members may determine at a General Meeting.
- 4.7** If within 30 minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the appointed time for the meeting, the members present constitute a quorum.
- 4.8** The President of the Association, the Vice-President or in the absence of both, one of the other directors' present, must preside as Chairperson of a General Meeting.
- 4.9** If at a meeting:
- a) There is no President, Vice-President or other director present within 15 minutes after the appointed time for holding the meeting, or

Issued: 23-3-2018

Amended: 27-8-2019

Amended 19-3-2020

Amended 28-4-2022

- b) The President and all other directors present are unwilling to act as President; the members present must choose one of their numbers to chair the meeting.
 - c) A General Meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.10** a) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- b) Except as provided in the bylaws, it is not necessary to give notice of an adjournment or of business to be conducted at an adjourned General Meeting.
- 4.11** a) The President or Chairperson of the meeting may move or propose a resolution.
- b) In the case of a tie vote, the President or Chairperson may not cast a deciding vote in addition to the vote, which he/she may be entitled to as a member. In the event of a tie vote a resolution is defeated.
- 4.12** a) A member in good standing present at a meeting is entitled to one vote.
- b) Voting is by show of hands and if requested by a member and/or determined by the President, by poll or ballot.
- c) Voting by proxy is not permitted.

Issued: 23-3-2018

Amended: 27-8-2019
Amended 19-3-2020
Amended 28-4-2022

SECTION 5 DIRECTORS AND EXECUTIVE

- 5.1** (a) The number of Elected Directors will be a maximum of nine in the event of a four member Executive but may be reduced to seven in the event of a three member Executive when the Treasurer and Secretary positions are combined.
- (b) The elected directors shall be divided into three groups, each of which shall serve a three year term. The terms of office for these groups shall be staggered so that only one group comes up for re-election or replacement each year. Thereafter, as the term of each elected director expires, a successor shall be elected by the Association at its Annual General Meeting to serve for a three year term.
- 5.2** When a person ceases to be an elected director for any cause, the board may appoint a member of the Association to fill the vacancy until the date of the next Annual General Meeting at which time the society shall elect a member to serve the remainder of the term.
- 5.3** No person shall be eligible as a director for more than three consecutive terms, but he/she shall again be eligible for election as a director at the Annual General Meeting held in the year following the year in which he/she ceased to be a director.
- 5.4** A person appointed by the board to fill a director vacancy until the date of the next Annual General Meeting, shall not be deemed to have served one term, but a person elected at an Annual General Meeting to serve the remainder of a term shall be deemed to have served one term.
- 5.5** No person shall be qualified for election as a director unless he/she is a member in good standing of the Association, but he/she may become a member of the society and be elected to the board at the same meeting.
- 5.6** An act or proceeding of the directors is not invalid merely because there is less than the prescribed number of directors in office.

Issued: 23-3-2018

Amended: 27-8-2019

Amended 19-3-2020

Amended 28-4-2022

- 5.7** The members may, by special resolution, remove a director for cause, before the expiration of his/her term of office, and may elect a successor to complete the term of office.
- 5.8** A director must not be remunerated for being or acting as a director, but a director may be reimbursed for all expenses necessary and reasonably incurred by the director whilst engaged in the affairs of the Association.

Issued: 23-3-2018

Amended: 27-8-2019
Amended 19-3-2020
Amended 28-4-2022

SECTION 6 PROCEEDINGS OF THE DIRECTORS

- 6.1** (a) The directors may meet at the place they determine to conduct business, adjourn and otherwise regulate their meetings and proceedings.
- (b) The directors may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is a majority of the directors then in office.
- (c) The President of the Association is the Chairperson of all directors' meetings, but if at a director's meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President must act as chairperson for that meeting. If either is not present the directors present may choose one of their numbers to be the chairperson for that meeting.
- (d) A director may at any time, and the secretary shall, on the request of a director, convene a meeting of directors.
- 6.2** (a) The directors may delegate as they determine, any but not all of their powers to committees consisting of not less than one director.
- (b) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors and must report every act or thing done in the exercise of those powers to the earliest meeting of the board held after the act or thing has been done.
- 6.3** A committee must elect a Chairperson for its meetings. If no Chairperson is elected, or if at a meeting the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, the committee members must choose one of their numbers to chair the meeting.
- 6.4** The members of a committee may meet and adjourn as they determine.
- 6.5** For the first meeting of the directors held immediately following the appointment or election of a director(s) at an Annual General Meeting of the members, or for a meeting for the directors at which a director is appointed to fill a vacancy on the board, it is not necessary to give notice of the meeting to the newly elected or appointed director for the meeting to be constituted, if a quorum of the directors is present.

Issued: 23-3-2018

Amended: 27-8-2019

Amended 19-3-2020

Amended 28-4-2022

- 6.6** (a) If a director is temporarily absent from British Columbia he/she may send or deliver to the address of the Association a waiver of notice, which may be by post, facsimile or email, of any meeting of the directors and may at any time withdraw the waiver and until the waiver is withdrawn.
- (b) A notice of the meeting of directors is not required to be sent to that director.
- 6.7** Any and all meetings of the directors of the Association, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
- 6.8** (a) Items requiring a decision arising at a meeting of the directors and committee of directors must be decided by a majority vote.
- (b) In the case of a tie vote, the Chairperson may not cast a deciding vote.
- 6.9** The Chairperson may move or propose a resolution.
- 6.10** That a resolution in writing, signed by a majority of the directors and placed within the minutes of directors, is as valid as if regularly passed at a meeting of directors.

Issued: 23-3-2018

Amended: 27-8-2019

Amended 19-3-2020

Amended 28-4-2022

SECTION 7 DUTIES OF THE EXECUTIVE

- 7.1** (a) The Executive shall be the President, Vice-President, Secretary and Treasurer, who shall be elected by the membership at the Annual General Meeting in each year and shall hold office for a term of one year. A vacancy in the post of President, Vice-President, Treasures or Secretary shall be filled for the remainder of the term by a board member elected by the directors.
- (b) The President presides at all meetings of the Association and of the directors and must supervise the other directors in the execution of their duties.
- 7.2** The Vice-President must carry out the duties of the President during the President's absence.
- 7.3** The Secretary must do or may delegate the following:
- a) Conduct the correspondence of the Association.
 - b) Issue notices of the meetings of the society and directors.
 - c) Keep minutes of all the meetings of the Association and directors.
 - d) Have custody of the records and documents of the society except those required to be kept by the Treasurer.
 - e) Have custody of the common seal of the Association.
 - f) Maintain the register of members.
- 7.4** The Treasurer must do or may delegate the following:
- (a) Keep financial records, including the books of accounts, necessary to comply with the Societies Act 2016, and
 - (b) Render financial statements to the directors, members and others when required.
- 7.5** The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary-Treasurer.

Issued: 23-3-2018

Amended: 27-8-2019

Amended 19-3-2020

Amended 28-4-2022

SECTION 8 SEAL

The directors may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place when required.

Issued: 23-3-2018

Amended: 27-8-2019

Amended 19-3-2020

Amended 28-4-2022

SECTION 9 BORROWING

- 9.1** In order to carry out the purposes of the society the directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide and in particular, but without limiting that power, by the issue of debentures.
- 9.2** A debenture must not be issued without the authorization of a special resolution.
- 9.3** The members may, by special resolution, restrict the borrowing of the Board, but a restriction imposed expires at the next Annual General Meeting.

Issued: 23-3-2018

Amended: 27-8-2019

Amended 19-3-2020

Amended 28-4-2022

SECTION 10 AUDITORS

10.1 This part applies only if the Association is required or has resolved to have an auditor.

10.2 The directors may appoint another auditor to fill a vacancy during the term of an auditor.

10.3 At each Annual General Meeting the Association must appoint an auditor to hold the office until the auditor is re-elected or a successor is elected at the next Annual General Meeting.

10.4 The remuneration for the auditor of the Association must be set by the directors.

10.5 An auditor may be removed by resolution.

10.6 An auditor must be promptly informed in writing of the auditor's appointment or removal.

10.7 A director or employee of the Association must not be its auditor.

10.8 The auditor may attend Annual General Meetings.

Issued: 23-3-2018

Amended: 27-8-2019

Amended 19-3-2020

Amended 28-4-2022

SECTION 11 NOTICES TO MEMBERS

- 11.1** A notice may be given to a member, either personally or by mail at the member's registered address.
- 11.2** A notice mailed or e-mailed is deemed to have been on the second day following the day on which the notice was properly addressed or posted in the Canada Post receptacle. Notice of meetings may be given by publication in the local media.
- 11.3** Notice of an Annual General Meeting/General Meeting must be given to:
- (a) Every member shown on the register of members on the day notice is given,
 - (b) The auditor if part 10 applies.
 - (c) No other person is entitled to receive a notice of an Annual General Meeting/General Meeting.

Issued: 23-3-2018

Amended: 27-8-2019
Amended 19-3-2020
Amended 28-4-2022

SECTION 12 BYLAWS

- 12.1** On being admitted to membership, each member in good standing is entitled to and the Association must give the member in good standing, for a fee as determined by the board, a copy of the constitution and bylaws of the Association

- 12.2** These bylaws must not be altered or added to except by special resolution.

Issued: 23-3-2018

Amended: 27-8-2019
Amended 19-3-2020
Amended 28-4-2022

SECTION 13 DISSOLUTION

“In the event of dissolution or winding up of the Association, all remaining assets, after payment of liabilities, shall be distributed to Youth Organisations/Clubs in the Municipality of Summerland, to be designated by the members at a meeting of the Association by a majority of those present who are members of the Association and are not subject to discipline or suspension under the bylaws and are present at the meeting”. **This clause can only be changed at an AGM.**

Issued: 23-3-2018

Amended: 27-8-2019

Amended 19-3-2020

Amended 28-4-2022