

## Bylaws of Lardeau Valley Community Club (the “Society”)

### PART 1 - DEFINITIONS AND INTERPRETATIONS

#### Definitions

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time;

“**Director**” means a current member of the Board;

“**extraordinary circumstances**” means natural disaster, government agency occupation, resignation of more than 50% of the Board, and/or the death of a director;

“**special resolution**” means a resolution passed at a general meeting by at least  $\frac{2}{3}$  of the votes cast by the voting members present at the meeting

1.2 The definitions in the Act apply to these Bylaws.

#### Interpretation

1.3 Words importing the singular include the plural and vice versa, and words importing a male person include all pronouns a person may use and corporations/businesses.

#### Conflict with the Act or regulations

1.4 If there is a conflict between these Bylaws and the Act or the regulations under the Act, then the Act or the regulations, as the case may be, prevail.

### PART 2 - MEMBERS

#### Membership

2.1 Membership in the Society is open to all residents 18 years and older of the Lardeau Valley (Gerrard to Johnson’s Landing), Kaslo, and Area D. All children of members are considered members for program registration purposes only.

2.2 A member must have his membership in place for 30 days before having the ability to vote at any general meeting, including the AGM.

2.3 A person may become a member by contacting a director or the manager in writing and providing the applicable information and paying the current membership dues.

2.4 The amount of the membership dues, if any, will be set by the Board.

2.5 Members are required to comply with the Constitution, Bylaws, rules, and regulations of the Society.

### **Member not in good standing**

- 2.6 A member is not in good standing if any of the following apply:
- a) Failure to pay annual membership dues; and/or
  - b) Refusal to comply with the Constitution, Bylaws, rules and/or regulations of the Society.
- 2.7 A member who is not in good standing due to 2.6.a above will be reinstated as a member in good standing upon payment in full of annual membership dues owed.
- 2.8 A member who is not in good standing due to 2.6.b above will be reinstated upon exhibiting to the Board an understanding of the Constitution, Bylaws, rules and regulations of the Society.
- 2.9 A member who is not in good standing may not vote on any motion or special resolution.
- 2.10 A member who has been reinstated due to 2.7 and 2.8 above does not have to wait 30 days to regain their ability to vote.

### **Expulsion of a member**

- 2.11 With the exception of 2.6.a-b, a member may be expelled by a special resolution of the members passed at a general meeting. The member who is the subject of the special resolution must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

## **PART 3 - MEETINGS**

### **Annual General Meeting**

- 3.1 The Annual General Meeting (the "AGM") of the Society will be held on the second Tuesday of May (the "AGM date"). In the event the AGM cannot be held on this date, the Board will set the AGM for a date not more than 30 days before or after the AGM date.
- a) In the event of extraordinary circumstances as voted on by the Board of Directors, the AGM could be delayed beyond the 30 days stated above. Should this occur, the Board of Directors will ensure that the AGM still occurs within six months of the end of the fiscal year per the *Societies Act*.
- 3.2 The main order of business of the AGM will be the election of new board members and the presentation of the annual financial statements.
- 3.3 Notice of the AGM will be given at least 30 days before the AGM date but not more than 60 days. The notice will include the location, date, and time of the meeting as well as any special business other than that described in 3.2 above that will take place.

### **General Meeting**

- 3.4 The Board will set at least one general meeting of the membership other than the AGM.
- 3.5 At a general meeting, ordinary business is considered to be:
- a) adoption of rules of order;

- b) consideration of any financial statements of the Society presented;
- c) consideration of the reports, if any, of the Board;
- d) election or appointment of directors;
- e) business arising out of a report of the directors not requiring the passing of a special resolution.

3.6 Notice of a general meeting will be given at least 14 days before the meeting date but not more than 60 days. The notice will include the location, date, and time of the meeting as well as any special business other than the business described in 3.5 above.

3.7 The membership can request a general meeting as outlined in *Section 75* of the Act, *Requisition of general meeting*.

#### **Chair of a general meeting**

3.8 The following individual is entitled to preside as the chair of a general meeting, including the AGM:

- a) the individual, if any, appointed by the Board to preside as the chair;
- b) if 3.8.a does not apply or the individual is no longer able to preside as chair:
  - i) the President of the Board,
  - ii) the Vice President of the Board, if the President is unable to do so, or
  - iii) one of the other directors who is present if the President and Vice-President are unable to do so based on a majority vote of the membership

3.9 In the event a general meeting is called under *Section 75* of the Act, the membership will choose a member in good standing to Chair that general meeting.

3.10 If, within 15 minutes of the meeting start time, an individual as described in 3.8 is not able to preside as chair, the voting members in attendance must elect a member in good standing that is present at the meeting to preside as the chair.

#### **Quorum**

3.11 Other than the call to order, the election of the chair, and adjournment or termination of the meeting, no business will be transacted at a general meeting unless a quorum of voting members is in attendance.

3.12 Quorum of general meetings, including the AGM, will be 10 voting members or 10% of the voting members, whichever is greater.

3.13 If at any time during a general meeting there ceases to be a quorum present, then business must be suspended until there is a quorum present or the meeting is adjourned.

- 3.14 If, within 30 minutes of the meeting start time, a quorum is not present, the meeting is adjourned to the same day in the next week, at the same time, in the same place. If at the continuation of the adjourned meeting, a quorum is not present within 30 minutes of the meeting start time, the voting members who are present constitute a quorum for that meeting only.
- 3.15 Quorum of board meetings will be 51% of the directors elected to the Board. Subject to 4.5 below, quorum will be at least three directors.

### **Attendance and Voting**

- 3.16 General meetings, including the AGM, can be attended in person or virtually via online meeting software that the Board will utilize from time to time.
- 3.17 Voting at general meetings, including the AGM, will be allowed in the following formats:
- a) In person by a show of hands and/or virtually by using the “Raise Hand” button;
  - b) In person by ballot, if a ballot is being used;
    - i) In the case of ballot voting by members attending virtually, a link to an anonymous ballot will be provided in the chat of the online meeting software when voting commences.
- 3.18 The Chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
- 3.19 Regarding the election of board members, candidates must receive 51% of the votes cast to be awarded a seat on the board.

### **Board Meetings**

- 3.20 The Board of Directors shall meet at least once a month to conduct the business of the Society, with the exception of July and August.
- 3.21 Meetings of the Board shall be open to the members except in instances where a closed meeting is required. Those instances are:
- a) Employee evaluation and compensation
  - b) Board and director evaluations
  - c) Succession planning
  - d) Conflict of interest situations
  - e) Personal matters that may affect a director’s ability to fulfill their role
  - f) Legal advice and litigation
  - g) Government policies and their implications
  - h) Confidentiality agreements with third parties

### **Rules of Order**

- 3.22 Robert’s Rules of Order shall govern the order of business of all meetings of the Society.

## **PART 4 - DIRECTORS**

### **Role of the Board**

- 4.1 The role of the Board of Directors is to oversee the affairs of the Society.
- 4.2 The Board will keep a record of all transactions, finances, and undertakings of the Society.
- 4.3 The Board will report, in summary at each general meeting, the work done by the Directors since the last general meeting. The Board will also report to the membership the projects and tasks they propose to accomplish over the coming months.
- 4.4 The Board shall have the power to raise monies for the use of the Society by borrowing, sale of debentures, or whatever means permitted by the *Societies Act* of British Columbia.

### **Number of Directors on the Board**

- 4.5 The Society shall have no fewer than 5 and no more than 9 directors following the election protocols laid out in section 3.17 and sections 4.8 through 4.10

### **Director Terms**

- 4.6 A director's term of office will be two years.
- 4.7 A director will not serve more than four consecutive terms.

### **Election of Directors**

- 4.8 The election of directors will be conducted as a primary order of business at each Annual General Meeting. Subject to section 4.7 above, a current director whose term is expiring per section 4.6 will be allowed to re-run for a seat on the Board.
- 4.9 The Board will call a public meeting no less than two weeks and no more than one month prior to the Annual General Meeting. The purpose of this meeting is to provide the public an opportunity to meet the candidates running for a board seat at the upcoming elections.
- 4.10 Elections will be conducted following the procedures that govern federal, provincial, and regional elections in the province of British Columbia.

### **Casual Vacancy**

- 4.11 The Board may, at any time, appoint a member in good standing as a director to fill a vacancy that arises on the Board as a result of the resignation, death, or incapacity of a director during that director's term of office.
- 4.12 The term of the director appointed to fill a vacancy will be the remaining term of the director whose departure from office created the vacancy.

### **Dismissal of a Director**

- 4.13 A director may be removed from office before the expiry of his or her term by special resolution.

### **Executive Positions on the Board**

- 4.14 At the first board meeting following the AGM, the Board must elect from their numbers a President, a Vice President, a Secretary, and a Treasurer.
- 4.15 A director, other than the President, may hold more than one executive position.
- 4.16 Any director appointed to fill an executive position must have attended a minimum of six board meetings prior to filling the position.
- 4.17 In the event that an executive fails to perform their duties, the Board may, at its discretion, vote to remove that director from that executive role. This does not remove the director from the Board.

### **Roles of the Executive Positions**

- 4.18 President. The primary role of the President is to be the chair of the Board and to supervise the other directors in the execution of their duties.
- 4.19 Vice President. The primary role of the Vice President is to be the vice chair of the Board and to carry out the duties of the President if the President is unable to act.
- 4.20 Secretary. The primary role of the Secretary is to take the minutes of general meetings and directors' meetings.
- 4.21 Treasurer. The primary role of the Treasurer is to receive and deposit monies collected on behalf of the Society and keep accounting records of the Society's financial transactions.

### **Remuneration of Directors**

- 4.22 These Bylaws do not permit the Society to pay a director remuneration for being a director.
- 4.23 Subject to section 4.22 above and the *Societies Act* of British Columbia, the Society may pay remuneration to a director for services provided by the director to the Society in another capacity.

### **Signing Authority**

- 4.24 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 two other directors, or
  - d) in any case, by two individuals authorized by the Board to sign the record on behalf of the Society.
- 4.25 A minimum of two signing authorities are required for any financial transactions made on behalf of the Society. The President and the Treasurer shall be designated signing authorities in addition to at least one other director on the Board.

### **Conflict of Interest**

- 4.26 A conflict of interest shall be defined as the material gain of a director and/or his or her personal or professional associates, including, but not limited to, family members, friends, business associates, or other organizations the director may belong to.
- 4.27 A director shall make known immediately to the Board if a conflict of interest exists, whether in fact or perception.
- 4.28 A director with a conflict of interest will recuse himself/herself from the meeting when the agenda item they are in conflict with is being deliberated.
- 4.29 Any director who feels that another director may be in conflict of interest with an item on the agenda may ask for an in-camera meeting to address the perceived conflict of interest.

## **PART 5 - OTHER**

### **Dissolution of the Society**

- 5.1 In the event of the dissolution of the Lardeau Valley Community Club, any assets remaining after payment of all debts and obligations shall be distributed to another non-profit society in the Lardeau Valley with similar goals and objectives. **This clause is unalterable.**

### **Place of Business**

- 5.2 The operations of the Society are to be chiefly carried on at lot #14558 Highway 31 Meadow Creek BC. **This provision was previously unalterable.**

### **Inspection of the Books**

- 5.3 Any member in good standing in the Society shall have access to the books of the Society upon three days' notice in writing given to the President or the Secretary. The books shall be made available to such members at the offices of the Society between the hours of 9:00am and 5:00pm.

### **Bylaw Amendments**

- 5.4 The bylaws of the Society may be altered by Special Resolution of the Society passed by a majority of two thirds of the members of the Society entitled to vote who are present in person.