

PART 1 – Interpretation

1. (1) In these bylaws, unless the context otherwise requires “**directors**” means the directors of the society from time to time; “**Society Act**” means the Society Act of British Columbia from time to time in force and all amendments to it; “**registered address**” of a member means the member’s address as recorded in the register of members.

(2) The definitions in the Society Act on the date these bylaws become effective, apply to these bylaws.

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

PART 2 – Membership

3. (1) Any person may become a member of the Association on acceptance of their application and payment of membership dues.

(2) Annual membership dues shall be determined at a general meeting of the society.

(3) Membership is from January 1st to December 31st. Dues are payable on or before March 1st.

4. A person ceases to be a member of the society by

(a) delivery of his or her resignation in writing.

(b) his or her death.

(c) being expelled.

(d) having been a member not in good standing for 3 months.

5. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the society, and he is not in good standing so long as the debt remains unpaid.

6. (1) A member may be expelled by a special resolution of the members at a general meeting.

(2) The notice of a special resolution for expulsion shall be accompanied by a brief statement of the reasons for the proposed expulsion.

(3) The person who is the subject of the resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

7. Members who are of legal voting age are entitled to

(a) hold office in the Association,

(b) vote at all Association meetings.

PART 3 – Meetings of Members

8. General meetings of the society shall be held at such time and place, in accordance with the Society Act, as the directors decide.

9. Every general meeting other than an Annual General Meeting is an extraordinary general meeting.

10. The directors may, whenever they think fit, convene an extraordinary general meeting.

11. Notice of an Annual General Meeting or of a general meeting by phone, mail, E-mail, newsletter, or newspaper shall specify the place, the day, and the hour of meeting and, in case of special business, the general nature of that business.

12. 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.

13. The first Annual General Meeting shall be held not more than 15 months after the date of incorporation and thereafter the Annual General Meeting shall be held within 15 months of the previous Annual General Meeting.

PART 4 – Proceedings at General Meetings

14. Special business is
and
(a) all business at an extraordinary general meeting except the adoption of rules of order,
(b) all business conducted at an annual general meeting, except the following:

- (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
- (vii) the other business that, under these bylaws, ought to be conducted at an Annual General Meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

15. (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

(2) 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.

(3) A quorum at a meeting of directors is 5 members present. A quorum at a general meeting is 10 members present.

16. 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 time appointed for the meeting, the members present constitute a quorum.

17. Subject to bylaw 18, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

18. If at a general meeting
(a) there is no president, vice-president, or other director present within 15 minutes after the time appointed for holding the meeting, or
(b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.

19. (1) 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.
(2) 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.
(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

20. (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
(2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he/she may be entitled to as a member and the proposed resolution does not pass.

21. (1) A member in good standing present at a meeting of members is entitled to one vote, provided he/she has paid his/her annual dues at least one month in advance of the meeting.
(2) Voting is by show of hands.
(3) Voting by proxy is not permitted.

ART 5 – Directors and Officers

22. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or

required to be exercised

or done by the society in a general meeting but subject, nevertheless, to

- (a) all laws affecting the society,
- (b) these bylaws, and
- (c) rules, not being inconsistent with these bylaws, that are made from time to time

by the society in a

general meeting.

(2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

23. (1) The president, vice-president, treasurer, recording secretary, membership secretary and past president are

considered executive officers and are also directors of the society.

(2) The number of additional directors must be 5 or a greater number determined from time to time at a general meeting.

(3) Executive officers are elected for a term of 2 years; all other directors are elected for a term of 1 year.

(4) The past president shall be a member of the executive for a period of 1 year.

(5) A nominating committee shall be elected at the general meeting prior to the Annual General Meeting.

24. (1) The directors must retire from office at an Annual General Meeting when their successors are elected.

(2) Separate elections must be held for each office to be filled.

(3) An election may be by acclamation; otherwise it must be by ballot.

(4) If a successor is not elected, the person previously elected or appointed continues to hold office.

25. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the

directors.

(2) A director so appointed holds office only until the next election of officers and directors of the society, but is

eligible for re-election at the meeting.

26. (1) If a director resigns his/her office or otherwise ceases to hold office, the remaining directors shall appoint a

member to take the place of the former director.

(2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed

number of directors in office.

27. The members may, by special resolution, remove a director before the expiration of his/her term of office and

may elect a successor to complete the term of office.

28. A director must not be remunerated for being or acting as a director, but a director shall be reimbursed for

approved expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society

PART 6 – Proceeding of Directors

29. (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate

their meetings and proceedings, as they see fit.

(2) 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.

(3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present

within 30 minutes after the time appointed for holding the meeting, the vice-president must act as chair,

but if neither is present the directors present may choose one of their number to be the chair at that

meeting.

(4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the

directors.

30. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or

directors as they think fit.

(2) 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 exercise of those powers to the earliest

meeting of the directors held after the act or thing has been done.

31. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not

present within 30 minutes after the time appointed for holding the meeting, the directors present who are

members of the committee must choose one of their number to be the chair of the meeting.

32. The members of a committee may meet and adjourn as they think proper.

33. For a first meeting of directors held immediately following the appointment or election of a director or directors at

an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed

to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or

appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

34. A director who may be absent temporarily from British Columbia may send or deliver to the address of the

society a waiver of notice, which may be by letter, fax or E-mail, of any meeting of the directors and may at any

time withdraw the waiver, and until the waiver is withdrawn,

(a) a notice of meeting of directors is not required to be sent to that director, and

(b) any and all meetings of the directors of the society, notice of which has not been

given to that director,
if a quorum of the directors is present, are valid and effective.

35. (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of
votes.

(2) In the case of a tie vote, the chair does not have a second or casting vote, and the motion is defeated.

36. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of
a meeting may move or propose a resolution.

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

PART 7 – Duties of Officers

38. (1) The president presides at all meetings of the society and of the directors.

(2) The president is the chief executive officer of the society and must supervise the other officers in the
execution of their duties.

(3) The president shall prepare a written annual report to be submitted at the Annual General Meeting.

39. The vice-president must carry out the duties of the president during the president's absence.

40. The recording secretary must do the following:

- a. conduct the correspondence of the society;
- b. issue notices 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;
- e. have custody of the common seal of the society.

41. The membership secretary must

- a. maintain the register of members
- b. chair the membership drive committee
- c. issue membership cards, and
- d. collect dues on behalf of the Treasurer.

42. The treasurer must

- 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. prepare an annual budget, and
- d. prepare an annual financial report.

43. (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary
treasurer.

(2) If a secretary treasurer holds office, the total number of directors must not be less than 10 or the greater
number that may have been determined under bylaw 23 (2).

44. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at
the meeting.

PART 8 – Seal

45. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in
its place.

46. The common seal must be affixed only when authorized by a resolution of the directors and then only in the
presence of the persons specified in the resolution, or, if no persons are specified, in the presence of the
president and secretary or president and secretary treasurer.

PART 9 – Borrowing

47. 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 the manner they decide, and, in particular but without
limiting that power, by the issue of debentures.

48. A debenture must not be issued without the authorization of a special resolution.

49. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction
imposed expires at the next Annual General Meeting.

PART 10 – Auditor

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

51. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of
auditor.

52. At each annual general meeting the society shall appoint an auditor to hold office until the auditor or a successor is appointed at the next Annual General Meeting.

53. An auditor may be removed by ordinary resolution.

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

55. A director or employee of the society must not be its auditor.

56. The auditor may attend general meetings.

PART 11 – Notices to Members

57. A notice must be given to a member, either personally, by phone, by E-mail, or by mail to the member's registered address.

58. (1) Notice of a general meeting shall be given in accordance with Part 3, # 11, to
a. every member shown on the register of members on the day notice is given,
and
b. the auditor, if Part 10 applies.
(2) No other person is entitled to receive a notice of a general meeting.

PART 12 – Bylaws

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

60. These bylaws may be amended or revised at general meetings. Thirty days written notice of all proposed amendments and revisions must be given to every member, and a two-thirds (2/3) majority vote of members present is required to amend or revise.

PART 13 – Termination of Existence

61. On the winding up and dissolution of the society, the assets, rights, contracts and privileges of the society shall pass to another appropriate charitable organization in the North Shuswap, whose purposes are of a like nature and kind to the purposes of the society, at the discretion of the remaining society members. This provision shall be unalterable.