

Bylaws of Chilliwack Lawn Bowling Society (the Society)

PART 1 – DEFINITIONS AND INTERPRETATION

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

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

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, as the case may be, prevail.

PART 2 – MEMBERS

Application for Membership

2.1 A person may apply for membership in the Society by completing the approved membership application form and by paying the required annual fee. Upon acceptance by the Directors, such person shall be a member in good standing with all the rights and privileges of membership.

Duties of Members

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

Amount of Membership Dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board.

Member Not in Good Standing

2.4 The membership year is from May 1st to April 30th of the following year. A member who has not paid the annual fee shall cease to be a member in good standing, but may regain good standing by payment of the current year's fee.

Member Not in Good Standing May Not Vote

2.5 A voting member who is not in good standing:

- (a) may not vote at a general meeting, and shall forfeit all membership rights.
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of Membership

2.6 A person's membership in the Society is terminated:

- a) by delivering his or her letter of resignation to the Secretary
- b) on being expelled
- c) if the person is not in good standing for 12 consecutive months.

The Directors shall have the power to expel any member if such member wilfully violates any bylaw or rules and regulations of the Society, or conducts themselves in a manner which is, in the opinion of the Directors, behaviour unfitting for a member of the Society, but for the purpose of this clause a majority of 75% of the Directors shall be necessary.

Before any such member is expelled, the Secretary shall give the member not less than 14 clear days written notice to attend a meeting of the Directors to show cause why they should not be expelled. The notice shall contain particulars of any complaint made against the member.

No member shall be expelled without first having the opportunity of answering the charges against them nor unless at least 75% of the Directors then present vote in favour of their expulsion. The decision of the Directors shall be final. The Directors may, in their discretion, reinstate such member on such terms as they deem fit.

A person ceasing to be a member of the Society will forfeit all rights to and any claims upon the Society, its property, and funds.

Classifications of Membership

2.7 The Society may utilize any or none of the following special categories of membership:

- Honourary member:** An individual who publically supports the sport of lawn bowling and the Chilliwack Lawn Bowling Club. Honourary members do not have bowling or voting privileges.
- Life Member:** Are members who have made outstanding contributions to the Chilliwack Lawn Bowling Club over a period of 12 years. Life memberships are recommended by the Board of Directors, and will be decided upon by a 2/3 majority vote of regular members at an AGM. Life Members will be exempt from paying club fees. However, if a Life Member participates in any bowling activities during the year, the Club will pay affiliation fees to Bowls BC, and the Life Member will be considered a standard member for the purpose of reporting to Bowls BC. If the Life Member is strictly a non-playing member, and as such they do not participate in any bowling activities, they will be considered Social members for the purpose of reporting to Bowls BC.
- Social Member:** Are members who pay a lesser annual fee than regular members, and participate in the social functions of the club. Social members have no bowling or voting privileges.
- Junior Member:** Are members under the age of 19, or a full-time student registered in a post-secondary institution under the age of 25, shall receive a 40% discount of regular Club dues. They will have full bowling privileges, but no voting rights.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and Place of General Meeting

- 3.1** The Society's fiscal year-end shall be August 31, and the Annual General Meeting (AGM) shall be held as soon thereafter as the Directors shall arrange. The AGM must be held once in every calendar year.

Ordinary Business at General Meeting

- 3.2** At a general meeting, the following business is considered ordinary, and can be undertaken:

- (a) adoption of rules of order
- (b) consideration of any financial statements of the Society presented to the meeting
- (c) consideration of the reports, if any, of the Directors or financial reviewer
- (d) election or appointment of Directors
- (e) appointment of financial reviewer, if any
- (f) business arising out of a report of the Directors not requiring the passing of a special resolution.

Notice of Special Meetings

- 3.3** Special meetings may be called at any time by the Directors, or on requisition by at least 10% of the members in good standing.

Notice of all special or annual meetings shall be given not less than 14 days prior to the date for such meeting.

The Notice of the special meeting must state the nature of any business to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

The Notice must also clearly state the time and location of the special meeting.

Chair of General Meeting

- 3.4** The President shall preside at all meetings, and if not present within 15 minutes, the Vice-President, or failing that, any other Director may preside. In the absence of any Director, the meeting shall be dissolved.

Quorum Required

- 3.5** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for General Meetings

- 3.6** Forty percent (40%) of the members in good standing, at least two of whom are Directors, shall constitute a quorum for the transaction of business at any meeting of the Society.

Lack of Quorum at Commencement of Meeting

- 3.7** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If Quorum Ceases to be Present

- 3.8** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present, or until the meeting is adjourned or terminated.

Adjournments by Chair

- 3.9** The Chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of Continuation of Adjourned General Meeting

- 3.10** It is not necessary to give notice of a continuation of an adjourned general meeting, or of the business to be transacted at a continuation of an adjourned general meeting except when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of Business at General Meeting

- 3.11** The order of business at a general meeting is as follows:
- (a) election of an individual to chair the meeting, if necessary
 - (b) determination that a quorum exists
 - (c) approval of the agenda
 - (d) approval of the minutes from the last general meeting
 - (e) addressing unfinished business from the last general meeting
 - (f) if the meeting is an AGM,

- (i) receive the Directors' report on the Society's financial statements for the previous financial year, and the financial reviewer's report, if any, on those statements and the proposed budget for the following year
 - (ii) receive any other reports of Directors' activities and decisions since the previous AGM
 - (iii) elect or appoint Directors
 - (iv) appoint a financial reviewer, if any
- (g) address new business, including any matters about which notice has been given to the members in the notice of meeting
- (h) terminate the meeting.

Methods of Voting

3.13 At any meeting of the Society, every member present in person shall have one vote either by show of hand or by a poll. Should two or more voting members request a secret ballot, or a secret ballot is directed by the Chair of the meeting, voting must be a secret ballot.

In the case of a tie vote, the Chair shall not have a second or casting vote. In that case, the motion is defeated.

Proxy Voting

3.14 A member may assign their vote by proxy on an approved form to any other member.

Matters Decided at General Meeting by Ordinary Resolution

3.15 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution, or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – DIRECTORS

Number of Directors on Board

4.1 The Society must have no fewer than three and no more than seven Directors.

Election or Appointment of Directors

4.2 At each AGM, the voting members entitled to vote for the election or appointment of Directors must elect or appoint the Board.

4.3 Nominations for Directors shall be made on a common form approved by the Directors, but must have a mover and seconder. Such forms shall be made available to all members at least 14 days prior to the AGM. A nomination committee composed of two members shall ensure that sufficient members are nominated should not enough members submit their nomination. Further nominations may be made from the floor of the meeting.

Directors May Fill Casual Vacancy on Board

4.4 The Board may, at any time, appoint a member as a Director to fill a vacancy that arises on the Board as a result of a Director

- i) resigning their office
- ii) ceasing to be a member of the Society
- iii) failing without reasonable excuse to attend three consecutive meetings of the Directors
- iv) not being a member in good standing.

Term of Appointment of a Director Filling a Vacancy

4.5 A Director appointed by the Board to fill a vacancy ceases to be a Director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

4.6 Members of the Society may, by special resolution at a special general meeting, remove for cause a Director before the expiration of their term of office, and may appoint another member to complete the term of office.

4.7 Directors shall not receive remuneration or other benefits for their services as an executive member.

4.8 A member of the Board of Directors is not personally liable for an act done in good faith in carrying out their duties as a member of the Board.

PART 5 – DIRECTORS’ MEETINGS

Calling a Directors’ Meeting

5.1 A Directors’ meeting may be called by the president or by any two other Directors.

Notice of Directors’ Meeting

- 5.2** At least seven days' notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period.

Proceedings Valid Despite Omission to Give Notice

- 5.3** The accidental omission to give notice of a Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

Conduct of Directors' Meetings

- 5.4** The Directors may regulate their meetings and proceedings as they see fit.

Quorum of Directors

- 5.5** The quorum for the transaction of business at a Directors' meeting is a majority of the Directors.

PART 6 – BOARD POSITIONS

Election or Appointment to Board Positions

- 6.1** Subject to the provisions of the Society Act and these Bylaws, the Directors may exercise all the power of the Society.
- 6.1** The Directors shall appoint from among their numbers a President, a Vice-President, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be combined.

Directors at Large

- 6.2** Directors who are elected or appointed to positions on the Board, but do not assume any of the positions noted in 6.1, are Directors at Large.

The Directors may from time to time appoint such committees as they may deem necessary or expedient, and may depute or refer to such committees some of the powers and duties of the Board of Directors as the Directors may determine, and may at times revoke such powers and duties.

Role of President

- 6.3** The president is the chair of the Board, and is responsible for overseeing the other Directors in the execution of their duties.

Role of Vice-President

- 6.4** The vice-president is the vice-chair of the Board, and is responsible for carrying out the duties of the president if the president is unable to act.

Role of Secretary

- 6.5** The secretary is responsible for undertaking, or making the necessary arrangements for, the following:
- (a) issuing notices of general meetings and Directors' meetings
 - (b) taking minutes of general meetings and Directors' meetings
 - (c) keeping the records of the Society in accordance with the Act
 - (d) conducting the correspondence of the Board
 - (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of Secretary From Meeting

- 6.6** In the absence of the secretary from a meeting, the Board must appoint another Director to act as secretary at the meeting.

Role of Treasurer

- 6.7** The treasurer is responsible for undertaking, or making the necessary arrangements for, the following:
- (a) receiving and banking monies collected from the members or other sources
 - (b) keeping accounting records in respect of the Society's financial transactions
 - (c) preparing the Society's financial statements.
- 6.8** The Directors shall have the power to appoint any officers or individual required to be employed by the Society and to fix their remuneration, if any.
- 6.9** The Directors shall have the power to make Rules and Regulations for regulating conduct and affairs of the Society not inconsistent with these bylaws. The Rules and Regulations shall take effect immediately on a temporary basis, but must be ratified at the next general meeting of the Society in order to become permanent. Such regulations shall be posted in a conspicuous part of the Society's premises, and shall be binding on all members.

- 6.10** No rule made by the Society in a general meeting invalidates a prior act of the Board of Directors that would have been valid had that rule not been made.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of Directors

- 7.1** These Bylaws do not permit the Society to pay to a Director remuneration for being a Director, but the Society may, subject to the Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity.

Signing Authority

- 7.2** A contract or other non-bank 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 one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 – FINANCIAL

- 8.1** At their first meeting of each year, the Directors shall pass a banking resolution which sets out which Directors shall have signing authority on behalf of the Society. Two signatures must be required on each cheque.
- 8.2** For the purpose of carrying out the objects of the Society, the Directors may from time to time borrow or apply for a line of credit from a financial

institution, person, persons, or corporations as the Directors from time to time select.

- 8.3** The maximum sum of money involved in 8.2 above shall not exceed \$3,000. The Society may borrow, raise, or secure the payment of any greater amount only by extraordinary resolution at a general meeting.
- 8.4** All or any of the said securities may be signed by the president and the secretary, or the president and any Director.
- 8.5** The fee for membership shall be an annual fee which the Directors shall determine, along with a due date. In addition to the membership fee, there shall be playing fees or other assessments as the Directors determine.

PART 9 - CUSTODY AND USE OF THE SEAL

- 9.1** The seal of the Society shall not be affixed to any instrument except by authority of a resolution of the Directors, or of an ordinary resolution, and in the presence of such officers of the Society as may be prescribed by the resolution, or if no officers are prescribed by the resolution, in the presence of:
- a) Two Directors of the Society and the secretary, or
 - b) The president and the secretary, and these officers shall sign every instrument to which the seal of the Society is to be affixed in their presence.

PART 10 – MANNER OF ALTERING BYLAWS

- 10.1** The Bylaws of the Society shall not be altered or added to except by a special resolution of the Society, but the Rules and Regulations made by the Directors may be altered, added to, or rescinded at any time by resolution of the Directors. Special resolutions shall require a 2/3 majority to pass.

PART 11 - DEMISE

- 11.1** On the winding up and dissolution of the Society, after all debts have been paid, or provision for payment of those debts has been made, the disposition of the Society's remaining assets shall be determined by the then current membership at a general meeting, but in no instance shall any present or

past member benefit in any way from its disposition.

PART 12 - GENERAL

- 12.1** In these bylaws, wherever the singular or masculine are used the same shall include the plural or the feminine where the context so requires.
- 12.2** The operations of the Society are to be chiefly carried on in the City of Chilliwack in the Province of British Columbia. (This provision was previously unalterable.)