

Bylaws approved by Special Resolution at 7 April 2015 AGM

BYLAWS OF SOVEREIGN LAKE NORDIC CLUB

PART 1

INTERPRETATION

- 1.1 In these Bylaws, unless the context otherwise requires:
- (a) “Directors” means the Directors of the society for the time being
 - (b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments thereto;
 - (c) “Registered Address” of a member means his/her address as recorded in the register of members;
- 1.2 The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws.
- 1.3 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

- 2.1 A person may apply to the Directors for membership in the Society and, on acceptance by the Directors and payment of any then applicable membership fee, shall be a member.
- 2.2 Every Member shall uphold the constitution and comply with these Bylaws.
- 2.3 There shall be the following classes of members:
- (a) Annual Members shall have paid the applicable fee for a season pass and membership and be
 - (i) all members aged 19 years or older as at December 31 of the calendar year in question, who were also members or junior members in the previous year,
 - (ii) lifetime members who, in recognition of extraordinary service to the Society, have been awarded a lifetime membership by the Directors and so automatically renew as Annual Members.
 - (b) Associate Members shall be
 - (i) all members aged 19 years or older as at December 31 of the calendar year in question who were not members in the preceding year,
 - (ii) season passholders who did not purchase a membership; this includes complimentary passholders,
 - (iii) junior members under the age of 19 years as at December 31 of the calendar year in question. Junior members shall be registered by a parent or guardian, who is also a member.
 - (c) An Associate member referred to in section 2.3 (b) (i) shall become an Annual Member on the thirtieth (30th) day following the date upon which he/she purchased a membership.

- (d) An Associate member referred to in section 2.3 (b)(ii) shall become an Annual Member upon payment of the appropriate and applicable member fee, such voting membership to be effective on the thirtieth day following the date on which said fee is paid.
- 2.4 The amount of the annual pass and membership fee shall be determined by the Directors. The membership year shall run from November 1 to October 31.
- 2.5 Every Annual Member is a Member in good standing, except a member who has failed to pay his / her annual membership fee or any other debt owing by the member to the Society, and such member is not in good standing for so long as the debt remains unpaid.
- 2.6 A Member who is not in good standing may not vote at a general meeting or stand for election.
- 2.7 A person shall cease to be a Member of the Society when
 - (a) the Member's term of membership expires,
 - (b) the Member has not been a member in good standing for 12 consecutive months,
 - (c) the Member is deceased,
 - (d) the Member resigns by delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society, or
 - (e) the Member is expelled in accordance with these bylaws.
- 2.8 A Member may be expelled by a resolution voted in favour of by not less than seventy-five (75%) percent of the Directors at a meeting of the Directors.
- 2.9 A Member shall be provided in writing with a brief statement of the reason or reasons for the Member's proposed expulsion.
- 2.10 The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at a Director's meeting before the resolution is put to a vote.

PART 3

MEETINGS OF MEMBERS

- 3.1 General meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the Directors decide.
- 3.2 At a general meeting, the following business is ordinary business:
 - (a) adoption of rules of order;
 - (b) consideration of the financial statements of the Society;
 - (c) consideration of the auditor's report, if any;
 - (d) consideration of the directors' report on the financial statements, and any other directors' reports to the members;
 - (e) consideration of a resolution that proposes to increase the number of directors;
 - (f) the election or appointment of directors;
 - (g) the appointment of an auditor, if the Society is required to have an auditor.
- 3.3 A notice of a general meeting must state the nature of any business, other than ordinary 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.

- 3.4 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.5 The Directors may, when they think fit, convene an extraordinary general meeting.
- 3.6 Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business.
- 3.7 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.
- 3.8 An annual general meeting (AGM) shall be held at least once in every calendar year and not more than 15 months after holding the last preceding annual general meeting.
- 3.9 A quorum for the transaction of business at any meeting of the Members shall consist of not less than fifteen (15) Members entitled to vote present at a meeting.
- 3.10 No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 3.11 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 3.12 If within 30 minutes from the time appointed for a general 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, 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.
- 3.13 Subject to Bylaw 3.14, the Chairperson of the Society, the Vice-Chairperson, or, in the absence of both, one of the other Directors present, shall preside as chairman of a general meeting.
- 3.14 If at a general meeting
 - (i) there is no Chairperson, Vice-Chairperson, or other Director present within 15 minutes after the time appointed for holding the meeting, or
 - (ii) the Chairperson and all the other Directors present are unwilling to act as chairman, the Members present shall choose one of their number to be chairman.
- 3.15 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 3.16 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.
- 3.17 Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 3.18 No resolution proposed at a meeting need be seconded, and the chairman of a meeting may move or propose a resolution.
- 3.19 In case of an equality of votes the chairman 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.

- 3.20 Annual Members in good standing and present at a meeting of members shall each be entitled to one vote. Associate Members shall not be entitled to vote.
- 3.21 Voting is by show of hands, or in the case of a Member present at a meeting other than in person, by such means as the Directors shall determine.
- 3.22 Voting by proxy is not permitted.

PART 4

DIRECTORS AND OFFICERS

- 4.1 The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless to
 - (i) all laws affecting the Society; and
 - (ii) these Bylaws;
- 4.2 No rule made by the Society in general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 4.3 The number of Directors shall be ten (10) or such lesser number determined from time to time at a general meeting, but in any event shall not be less than five (5) and shall consist of the following positions:
 - 4.3.1 Chairperson;
 - 4.3.2 Vice-Chairperson;
 - 4.3.3 Secretary;
 - 4.3.4 Treasurer;
 - 4.3.5 at large Directors.
- 4.4 Each elected Director will normally serve a two-year term, with half of the Directors' terms expiring in an odd-numbered year and half the Directors' terms expiring in even-numbered years, such that annual elections are held for up to five Director positions unless there are additional vacancies, in which case more than five may be elected. The Directors shall retire from office at the end of a two year term at the annual general meeting. Only half of the Directors will normally retire from office in a year. If for any reason a Director leaves the position prior to completion of the term, regardless of whether the remaining Directors have appointed an interim Director, a successor shall be elected at the annual general meeting as described in 4.9 (a) or (b).
- 4.5 The Chairperson, Vice-Chairperson, Secretary and Treasurer shall be appointed by the board of Directors (the "Board") within forty-five (45) days of the election.
- 4.6 An election may be by acclamation, otherwise it shall be by ballot.
- 4.7 Elections Committee and Procedure
 - (a) In each year at least 30 calendar days before the general meeting, the Board shall establish an election committee consisting of three Members in good standing, and such election committee shall nominate a list of candidates for the Directors of the Society. Any member shall be entitled to

request from the Society the list of candidates put forward by the election committee. Other Members may be nominated by any other two members in good standing, provided that such nominations are in writing, contain the written consent of the nominee and are delivered to the election committee. Nominations shall close ten (10) days before the general meeting. The elections committee shall provide its report to the sitting Chair of the Society at least seven (7) days before the AGM with the final list providing the full names of the nominees. The Society shall then publish the list of nominees no less than five (5) days before the AGM.

- (b) Only Annual Members in good standing shall be entitled to be nominated for a Director's position.
 - (c) The elections committee shall oversee elections in accordance with these bylaws and Society's elections procedures.
- 4.8 The Directors may at any time and from time to time appoint a Member in good standing as a Director to fill a vacancy in the Directors.
- 4.9 A Director appointed in accordance with section 4.8 holds office only until either of the following:
- a) in the case of a vacancy resulting from an insufficient number of Directors following an election, the appointed Director holds office until the next general meeting of the Society, and is eligible for re-election at the meeting.
 - b) in the case of a vacancy resulting from a Director resigning or otherwise departing from the Board of Directors, the appointed Director may hold office until the end of the departing Director's term, or until the next election, and the length of this interim term shall be determined by the Directors at the time of appointment.
- 4.10 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 4.11 The Members may by special resolution remove a Director before the expiration of his/her term of office, and may, by ordinary resolution, elect a successor to complete the term of office.
- 4.12 No Director shall be remunerated for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society. Such reimbursement shall be in accordance with Society policies.
- 4.13 No candidate or nominee for Director shall have been in the employ of the Society for the previous three (3) years before an election or appointment. At the discretion of the Board of Directors this rule can be waived.

PART 5

PROCEEDINGS OF DIRECTORS

- 5.1 The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit, including enabling one or more Directors to participate in a meeting of the Directors in such manner as the Directors shall determine.
- 5.2 The quorum for the transaction of business at any meeting of the Directors shall consist of not less than one half (1/2) of the Board plus one Director in attendance.

- 5.3 The Chairperson shall be chairman of all meetings of the Directors, but if at a meeting the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, the Vice-Chairperson shall act as Chairperson; but if neither is present, the Directors present may choose one of their number to Chair the meeting.
- 5.4 A Director may at any time, and the Secretary, on the request of a Director, shall, convene a meeting of the Directors.
- 5.5 The Directors may delegate any, but not all, of their powers to committees consisting of such Directors and such other Members as the Directors think fit, and shall appoint a Chairperson to head committees at the time a committee is established.
- 5.6 A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
- 5.7 The Members of a committee may meet and adjourn as they think proper, and provide written or verbal reports to the Directors from time-to-time.
- 5.8 For a first meeting of Directors held immediately following the 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.
- 5.9 Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.
- 5.10 In case of an equality of votes, the chairman does not have a second or casting vote.
- 5.11 No resolution proposed at a meeting of Directors or committee of Directors need be seconded, and the chairman of a meeting may move or propose a resolution.
- 5.12 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 6

DUTIES OF OFFICERS

- 6.1 The Chairperson shall preside at all meetings of the Board and Members; encourage teamwork among Members of the Board in achieving the mission and goals of the Society; and provide guidance in the undertaking of all projects under the auspice of the Society.
- 6.2 The Vice-Chairperson or delegate shall carry out the duties of the Chairperson during his absence.
- 6.3 The Secretary shall
 - (i) conduct the correspondence of the Society;

- (ii) issue notices of meetings of the Society and Directors;
- (iii) keep minutes of all meetings of the Society and Directors;
- (iv) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
- (v) have custody of the common seal of the Society; and
- (vi) maintain the register of Members.

6.4 The Treasurer shall

- (vii) keep the financial records, including books of account, necessary to comply with the Society Act; and

(viii) render financial statements to the Directors, Members and others when required.

6.5 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.

PART 7

SEAL

7.1 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

7.2 The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the Chairperson and Secretary or Chairperson and Secretary-Treasurer.

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 the manner they decide, and, in particular, but without limiting 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 imposed expires at the next annual general meeting.

PART 9

AUDITOR

- 9.1 This part applies only where the Society is required or has resolved to have an auditor.
- 9.2 The first auditor shall be appointed by the Directors, who shall also fill all vacancies occurring in the office of auditor.
- 9.3 At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
- 9.4 An auditor may be removed by ordinary resolution.
- 9.5 An auditor shall be promptly informed in writing of appointment or removal.
- 9.6 No Director and no employee of the Society shall be auditor.
- 9.7 The auditor may attend general meetings.

PART 10

NOTICES TO MEMBERS

- 10.1 A notice may be given to a Member, either personally or by mail to him at his registered address, or by e-mail to such address as a Member has provided to the Society, or by advertisement in the newspaper with the largest circulation in the North Okanagan Regional District.
- 10.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, 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.
- 10.3 Notice of a general meeting shall be given to every Member shown on the register of members on the day notice is given; and the auditor, if Part 9 applies.
- 10.4 No other person is entitled to receive a notice of general meeting.

PART 11

BYLAWS

- 11.1 On being admitted to membership, each Member is entitled to and the Society shall give him, without charge, a copy of the Constitution and Bylaws of the Society.
- 11.2 These Bylaws shall not be altered or added to except by special resolution.
- 11.3 No person shall be refused membership or be removed from membership in the Society by reason of his nationality, religion or political belief and this provision shall be unalterable.
- 11.4 In the event of the dissolution of the Society, any assets remaining after payment of all debts and obligations shall be distributed to other non-profit recreation oriented society or societies in the Province of British Columbia for the development of sport and fitness and this provision shall be unalterable.