



BYLAWS

Part 1 — Interpretation

1 (1) In these bylaws, unless the context otherwise requires:

"Directors" means the elected and appointed, (ex-officio) directors of the society for the time being; "Board", if referred to, implies all Directors of the Society currently in office at the time of reference.

"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, or the address of a Member Club or Corporation.

(2) The definitions in the Society Act, if not specifically noted in these bylaws, 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.

Part 2 — Membership

3 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

4 1) A person, club, or corporation may apply to the Directors for membership in the Society and on acceptance by the Directors, and payment of the current annual membership fees, is a member. Each member, in good standing, shall be considered a member of the society. 2) The society guarantees that membership is open to any person or persons who wish to become members, or Corporation, in accordance with this Constitution and its Bylaws. The fee for membership, will be set by the Board of Directors of The Coquihalla Summit Snowmobile Club.

5 Every member must uphold the constitution and comply with these bylaws.

6 The amount of the first annual membership dues will be determined by the Directors, and after that the annual membership dues will be adjusted, as required, by the Board.

7 Any member ceases to be a member of the Society

(a) by delivering a resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society, Delivery by Fax or Email will also be considered, in writing.

(b) on his or her death or, in the case of a club or corporation, on dissolution,

(c) on being expelled, or

(d) on having not paid the current annual membership fee within 60 days of the due date.

8 (1) A member may be expelled by unanimous decision of the Directors, pursuant to paragraphs (2) and (3) below.

(2) A notice of expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion, and mailed, faxed, or emailed, to the member.

(3) The member who is the subject of the expulsion must be given an opportunity to be heard by the Directors, either in person, or in writing, prior to the vote of expulsion taking effect.

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

Part 3 — Meetings of Members

10 General Meetings of the society must be held at the time and place, in accordance with the Society Act, that the Directors decide.

11 Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.

12 (1) The Directors may, when they think fit, convene an Extraordinary General Meeting, and in addition,

(2) the Membership may Requisition an Extraordinary General meeting, by written notice, signed by of 10% of the Membership or 10 members, whichever is the lesser, submitted to the Secretary, in writing, by Registered Mail, and the directors must convene an Extraordinary General Meeting within 21 days of receipt of the Requisition, or the Requisitioning Members may convene an Extraordinary General Meeting within 4 months of the receipt of the Requisition by the Secretary.

13 (1) Notice of a General Meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.

(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any, but not all of the members entitled to receive notice, does not invalidate proceedings at that meeting.

14 The first Annual General Meeting of the society must be held not more than 15 months after the date of incorporation and after that an Annual General Meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.

Part 4 — Proceedings at General Meetings

15 Special business is

- (a) all business at an Extraordinary General Meeting except the adoption of rules of order, and
- (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.

16 (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 is 10 members or 10% of the membership, whichever is the lesser, present at a general meeting.

17 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 will be re-scheduled, on written notice of the directors.

18 Subject to bylaw 19, 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.

19 (1) 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 meeting will be adjourned or terminated.

(2) Upon the approval of the Directors, by majority vote, and at least 14 days prior to the scheduled date of the meeting, a Facilitator may be appointed to chair a General Meeting pursuant to the President or Vice President, or both, being in attendance throughout the course of the Meeting.

20 (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 general meeting.

21 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution, other than a Facilitator appointed to chair the meeting.

(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 or she may be entitled as a member, and the proposed resolution does not pass.

22 (1) A member in good standing present at a meeting of members is entitled to one vote.

(2) Voting shall be by ballot.

(3) Delegate and/or Proxy voting will be permitted, and the manner in which it shall be applied will be recommended by the Directors as part of approved operating policy, and approved by the Members in attendance at a General Meeting convened for that purpose.

23 A corporate member may vote by its authorized representative, who is entitled to speak and carry one vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

Part 5 — Directors and Officers

24 (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.

25 (1) The President, 1st. Vice President, 2nd. Vice President, Secretary and Treasurer are the executive of the society, and shall be elected by the board, immediately following an annual general meeting at which their terms may expire. The Executive serves at the direction of the Directors.

(2) The number of Directors must be a minimum of 3 or a greater number determined from time to time at a General Meeting, but not to exceed 20.

26 (1) The Directors must retire from office at each Annual General Meeting when their terms are up and successors are elected. Terms of office will be 1 or 2 years, as decided by the Directors, including members of the Executive.

(2) Only one member of a family may be elected as a Director and serve, at any given time.

(3) Separate elections (by newly elected Directors) must be held for each office to be filled.

(4) An election may be by acclamation, otherwise it must be by ballot.

(5) If a successor is not elected, the person previously elected or appointed continues to hold office, at the discretion of the Directors.

27 (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 conclusion of the next Annual General Meeting of the Society, but is eligible for re-election at the meeting.

28 (1) If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors may appoint a member to take the place of the former Director, until the next Annual General Meeting.

(2) An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.

29 (1) A Director may only be removed from office, before the expiration of his or her term of office, by the members, by a "Special Resolution", requiring a 75% majority vote, presented at a "General Meeting". The purpose of this Resolution must be stated clearly, and advice given to the membership of same, 14 days in advance of the meeting.

(2) A Director may be temporarily suspended from office, until the next Annual General Meeting, by a majority vote of the Directors, for reasons they may deem appropriate.

(1) Any proposed suspension or removal will be pursuant to Section 8, Paragraphs (2) and (3) above.

(2) The Directors may elect, amongst themselves, a successor to complete the term of office.

30 A Director must not be remunerated for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by the Director, while engaged in the affairs of the Society, upon presentation of receipts of these expenses, to the Treasurer.

Part 6 — Proceedings of Directors

31 (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. The Secretary shall keep the minutes of all Directors meetings and in the absence of the Secretary, an interim secretary shall be appointed to record the minutes. The minutes will be held by the Secretary.

(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, request a meeting of the Directors, and the Secretary, on the request of a Director, must, convene a meeting of the Directors.

32 (1) The Directors may delegate any, but not all, of their powers to committees consisting of a Director or Directors, as well as any other person who may contribute expertise to the committee, as they think fit. There must be at least one Director on each committee.

(2) In addition, a committee so formed, in the exercise of the powers so delegated, must conform to any rules imposed on it by the Directors. The committee must report every act or thing done in exercise of those powers, in writing, in the form of minutes, to the earliest meeting of the Directors held after the act or thing has been done. Minutes of committee meetings must also be filed with the Secretary. (3) Committees serve at the pleasure of the board, and have no decision-making powers, but make recommendations to the board for approval or disapproval.

33 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, the Director or Directors present, who are members of the committee must choose one of their number to be the chair of the meeting.

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

35 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.

36 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, telegram, fax, email, telex or cable, 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.

37 (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.

38 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.

39 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

40 (1) The President presides at all meetings of the Society and of the Directors.

(2) The President is not required to sit on committees.

(3) The President is the Chief Executive Officer of the Society and must supervise the other officers in the execution of their duties, at the direction of the Directors.

41 The Vice President must carry out the duties of the President during the President's absence.

42 The 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;

(f) maintain the register of members.

43 The Treasurer must

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

(b) render financial statements to the Directors, members and others when required.

44 (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 5.

45 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

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

47 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

48 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. Loans in excess of \$1,000.00 must receive prior approval, by majority vote, of the membership. Majority vote being 75 % of voting members in attendance at a legally constituted meeting for the purpose of authorizing a loan.

49 A debenture must not be issued without the authorization of a “Special Resolution”.

50 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

51 This Part applies only if the Society is required or has resolved to have an auditor.

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

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

54 An auditor may be removed by Ordinary Resolution.

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

56 A Director or employee of the Society must not be its auditor.

57 The auditor may attend General Meetings.

Part 11 — Notices to Members

58 A notice may be given to a member, either personally or by mail, fax or email to the member at the member's registered address.

59 A notice sent by mail, fax or email is deemed to have been given on the second day following the day on which the notice is posted.

60 (1) Notice of a General Meeting must be given, in writing by mail prepaid, fax or email, and in sufficient time to be received 14 days prior to the meeting to

(a) every member shown on the register of members on the day notice is given. [In the event that membership in the Society is by way of a recognized club or corporation only the club or corporation need be notified as above.] 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

61 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, if so requested by the member. These bylaws must not be altered or added to except by “Special Resolution”, requiring a 75% majority vote by the members in attendance at a General Meeting convened for that purpose.

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