

Caledonia Ramblers Hiking Club Society



BYLAWS

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

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;

“**Ordinary resolution**” means a resolution passed at a general meeting by a simple majority of the votes cast;

“**Special resolution**” means a resolution passed at a general meeting by at least 2/3 of the votes cast.

Definitions in Act apply

2. The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

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.

Language of person

4. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and an entity.

Not for profit enterprise

5. The Society shall operate as a non-profit organization. This provision was previously unalterable.

PART 2 – MEMBERSHIP

Application for membership

6. Membership shall be open to anyone who agrees to uphold the Society’s Constitution and abide by these Bylaws. Prospective Members must complete the requisite membership application form, sign the liability waiver, and pay the applicable annual membership and insurance dues.

Guests

7. A non-member may participate in two of the Society’s hikes per membership period as a guest, provided they sign the required liability waiver. If the guest wishes to continue to participate in the Society’s activities, they must become a Member.



Lifetime membership

8. Lifetime membership may be conferred on a current Member who has attained the age of 75, has been a Member of the Society for 25 years, and has contributed significantly to the Society and its purposes over the years, as determined by the Board.

Membership period

9. The annual membership period shall run from May 1 to April 30.

Membership class and dues

10. The Society offers one class of membership. The membership dues cover all Members of a household living at the same address, but each Member must pay an individual liability insurance premium. The amount of the annual membership dues
- a) shall be determined by the Board,
 - b) may be adjusted by the Board from time to time,
 - c) and any adjustments must be ratified by the membership at the AGM.

Annual membership/liability insurance dues are non-refundable.

Discipline and expulsion

11. A Member of the Society may be disciplined or expelled if, during Society hikes or functions, the Member engages in illegal activity, displays repeated reckless behaviour, endangers the safety of others in a group, or displays aggressive or inappropriate behaviour towards Society Members or guests, including the use of force, threats, coercion, physical or verbal abuse, intimidation, or attempts to dominate others.
- a) Before a Member of the Society is disciplined or expelled, the Society must provide to the Member written notice of the proposed discipline or expulsion, including the reasons, and give the Member a reasonable opportunity to make representations to the Board respecting the proposed discipline or expulsion. The Board has the discretion to discipline or expel a Member, and such a decision must pass by at least 2/3 of the votes cast.
 - b) If the Board elects to discipline or expel a Member, but the Member disagrees with the Board's decision, the Member may appeal the Board's decision to the Society by special resolution. The Society must give the Member a reasonable opportunity to make representations to the Society respecting the proposed discipline or expulsion at the general meeting called for such purpose.

Termination of membership

12. A Member who fails to pay the annual membership dues by July 1 ceases to be a Member.

Member public statements

13. No Member or Director shall act on the Society's behalf, represent the Society, or use the name of the Society in a public policy statement without the majority consent of the Board.

PART 3 – GENERAL MEETINGS OF MEMBERS

Annual general meeting

14. The annual general meeting (AGM) must be held in October or November of each year.



Other general meetings

15. Subject to Section 14 [*Annual general meeting*], the Directors of the Society may at any time call a general meeting.

Time and place of general meetings

16. General meetings must be held at the time and place the Board determines.

Notice of general meeting

17. Written notice containing the date, time, and location of a general meeting must be sent to every Member of the Society at least 14 days before the meeting.

- a) Notice shall be sent to every Member of the Society who has provided an email address to the Society, by email to that email address. Any Member who does not have an email address shall be notified of a general meeting by letter.
- b) Notice also shall be posted on the Society's website at least 14 days before the meeting.

Ordinary business at general meeting

18. At a general meeting, the following business is ordinary business and is passed with a simple majority vote:

- 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, by the Directors or other Member of the Society;
- d) election or appointment of Directors;
- e) business arising out of a report of the Directors not requiring the passing of a special resolution.

Notice of special business

19. Notice of a general meeting must state the nature of any special business or resolutions, 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.

Chair of general meeting

20. The following individual is entitled to preside as the chair of a general meeting:

- a) the president;
- b) the vice-president, if the president is unable to preside as the chair;
- c) any individual appointed by the Board to preside as the chair; or
- d) if the individuals in subsections a), b), and c) are unable to preside as the chair, one of the other Directors present at the meeting.

Alternate chair of general meeting

21. If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the Members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

22. 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 Members is present.



Quorum for general meetings

23. The quorum for the transaction of business at a general meeting is 10% of the Members or 15 Members, whichever is fewer.

Lack of quorum at commencement of meeting

24. If, within 30 minutes from the time set for holding a general meeting, a quorum of 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 a date, time and place to be determined by the Members present, 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 Members who are present constitute a quorum for that meeting.

If quorum ceases to be present

25. If, at any time during a general meeting, there ceases to be a quorum of Members present, business then in progress shall continue and the meeting may proceed to completion.

Adjournments by chair

26. The chair of a general meeting may, or, if so directed by the 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

27. 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 that, 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

28. The order of business at a general meeting is as follows:
- a) elect an individual to chair the meeting (if necessary);
 - b) determine that there is a quorum;
 - c) approve the agenda;
 - d) approve the minutes from the last general meeting;
 - e) deal with unfinished business from the last general meeting;
 - f) if the meeting is an annual general meeting,
 - i) receive the Directors' report on the financial statements of the Society for the previous financial year,
 - ii) receive any other reports of Directors' activities and Members with club responsibilities and decisions since the previous annual general meeting,
 - iii) elect or appoint Directors;
 - g) deal with 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

29. At a general meeting,

- a) voting must be by a show of hands, or another method that adequately discloses the intention of the Members, except that if, before such a vote, any Member requests a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.
- b) Voting for Directors must always be by secret ballot.

Announcement of result

30. 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.

Participation in general meeting

31. A person who is entitled to participate in a general meeting may do so in person only.

Proxy voting not permitted

32. Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

33. 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.

PART 4 – DIRECTORS

Number of Directors

34. The Society must have seven Directors.

Election of Directors

35. At each annual general meeting, the Members must elect the Directors. Only Members of the Society may be elected as Directors. Directors are elected to a one-year term, which expires at the end of the next AGM.

Election procedure

36. The following are the procedures to ensure fair and efficient elections:

- a) the Board nominates someone to be the Elections Chairperson;
- b) a call for nominations is sent out to the membership via email or newsletter at least four weeks before the AGM;
- c) nominations are forwarded to the Elections Chairperson, who then confirms the nominees' acceptance;
- d) nominations for the Board positions are presented at the AGM;
- e) nominations are encouraged from the floor at the AGM;
- f) Members must agree to be nominated in person if they are present or in writing if they are unable to attend the AGM;
- g) scrutineers enlisted;
- h) elections held.



Term limits

37. The maximum number of consecutive years a Member may act as a Director is six, with the exception of the president, who may remain for one additional year as past president (for a total of seven consecutive years). The Member must take a one-year break from the Board, but can then run again for a Board position.

Directors may fill vacancy on Board

38. Notwithstanding Section 37 [*Term limits*], the Board may, at any time, appoint any Member as a Director to fill a vacancy on the Board.

Removal of Director

39. A Director of the Society may be removed from office by special resolution which may originate from the Board or the membership through the special resolution process as set out in Section 75 of the Act. The Society must give the Director a reasonable opportunity to make representations to the Society respecting the proposed removal at the general meeting called for such purpose.

PART 5 – DIRECTORS’ MEETINGS

Calling Directors’ meeting

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

Notice of Directors’ meeting

41. At least two days’ notice of a Directors’ meeting must be given unless all the Directors agree to a shorter notice period. Notice may be given by email or telephone.

Proceedings valid despite omission to give notice

42. 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

43. The Directors may regulate their meetings and proceedings as they see fit.

Quorum of Directors

44. The quorum for the transaction of business at a Directors’ meeting is a majority of the Directors on the Board.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

45. Directors must be elected or appointed to the following Board positions, and no Director may hold more than one position. The positions may be held for a maximum number of consecutive years, as per below:

- a) president – maximum two years;
- b) vice-president – maximum two years;
- c) secretary – maximum four years;
- d) treasurer – maximum four years;
- e) membership – maximum four years;
- f) two directors-at-large – maximum two years (past president, when present, will fill one of the director-at-large positions and sit for one year only).



Role of all Directors

46. The Directors have a duty and obligation to always act in the best interest of the Society. The Society's business, documents, and financial records are its own and must be kept completely separate and apart from those of Members, Directors, and other entities.

Role of president

47. The president is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties. The president is also responsible for mentoring and assuring his or her succession by serving a one-year term as past president.

Role of vice-president

48. 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. The vice-president assumes the good-faith responsibility to run for president at the end of the president and vice-president's respective terms. The vice-president can take on other club functions if the Board and vice-president so desire.

Role of secretary

49. The secretary is responsible for doing, 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, and his or her address will be the registered office of the Society;
 - d) conducting the routine correspondence of the Board and Society;
 - e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

50. In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

51. The treasurer is responsible for doing, 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;
 - d) making the Society's filings respecting taxes;
 - e) maintaining all of the Society's financial documents at his or her registered address.

Role of membership director

52. The membership director is responsible for doing, or making the necessary arrangements for, the following:
- a) preparing and executing the annual membership mailing;
 - b) maintaining the register of Members;
 - c) managing the database of waivers;
 - d) maintaining all membership and waiver related documents at his or her registered address.



PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of Directors

53. 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

- 54.** A contract or other document 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 document on behalf of the Society.

Cheques must be signed by any two Directors, neither of whom can be recipient of the cheque being issued.

PART 8 – LIQUIDATION AND DISSOLUTION

Distribution of assets prior to dissolution or on liquidation

55. In the event that the Society is liquidated, following the payment of all of the Society's liabilities, the remaining money and property of the Society shall be distributed to the Prince George Backcountry Recreation Society. If the PGBRS no longer exists, then the Society's assets shall be distributed to a Northern BC non-profit organization that has similar objectives to the Society.

THESE BYLAWS ADOPTED BY SPECIAL RESOLUTION DATED: _____, 2018