

BYLAWS

Here set forth, in numbered clauses, are the By-laws providing for the matters referred to in Section 6(1) of the *Society Act* and any other By-laws.

Part 1 - Interpretation

1. (1) In these By-laws, unless the context otherwise requires,
 - a) “Directors” means the directors of the Society;
 - b) “*Society Act*” means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
 - c) “registered address” of a member means his address as recorded in the register of members;
 - d) “term” means the time between the annual general meeting and the immediate next annual general meeting, the annual general meeting date being the fourth Thursday of February each year that the Society is in operation;
 - e) the definitions in the *Society Act* on the date these By-laws become effective apply to these By-laws.

Part 2 - Membership

2. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these By-laws and, in either case, have not ceased to be members.
3. (1) A person may apply to the Directors or their designate and upon acceptance by the Directors or their designate, the person becomes a member.
 - (2) There shall be five types of membership
 - 1) Individual, a person 18 years of age or older;
 - 2) Youth, a person 13 to 18 years of age;
 - 3) Senior, a person 65 years of age or older;
 - 4) Junior, a person under the age of 13 years;
 - 5) Family, up to two adult members living in the same household and their children of youth or junior age.
 - (3) All members except Junior members shall have one vote.
4. Every member shall be governed by and uphold the constitution and shall comply with these By-laws.

5. The Directors may determine the membership dues for each of the above types of membership and may offer reduced dues for families.
6. A person shall cease to be a member of the Society
 - a) on his death, or
 - b) on being expelled, or
 - c) if his membership is not renewed after expiry of the membership year, currently expiring August 31 annually.
7. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
8. All members are in good standing except a member who has failed to pay his current annual membership fee by August 31st of each calendar year or other subscription or debt due and owing by him to the Society.

Part 3 - Meetings of Members

9. General meetings of the Society shall be held at such time and place, in accordance with the *Society Act*, as the Directors decide.
10. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
11. The Directors may, whenever they think fit, convene an extraordinary general meeting.
12. (1) 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.
 - (2) 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. An annual general meeting shall be held at least once every calendar year and not more than 15 months after holding the last preceding annual general meeting.

Part 4 - Proceedings at General Meeting

14. Special business is
- a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - b) all business that is transacted at an annual general meeting, except,
 - 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, and
 - vii) such other business as, under these By-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.
15. (1) 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.
- (2) 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) A quorum is 12 members present or such greater number as the members may determine at a general meeting.
16. If within 30 minutes for the time appointed for a 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, provided there are at least 3 members present.
17. Subject to By-law 19, the president of the Society, the vice-president, or in the absence of both, one of the other Directors present shall preside as chairman 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 chairman, the members present shall choose one of their members to be chairman.
19. (1) 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.
 - (2) 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) Except as provided in this By-law, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.
20. (1) A resolution proposed at a meeting must be seconded.
 - (2) 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.
21. (1) A member in good standing present at a meeting of members is entitled to one vote, subject to clause 4(3).
 - (2) Voting is by show of hands unless 5 members or more otherwise decide.
 - (3) Voting by proxy is not permitted.
22. There shall be no corporate members.

Part 5 - Directors and Officers

23. (1) The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of
 - a) all laws affecting the Society,
 - b) these By-laws, and
 - c) rules, not being inconsistent with these By-laws, which are made from time to time by the Society in general meeting.
- (2) No rule, made by the Society in a general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

24. (1) The President, Vice-President, Secretary, Treasurer and the Second Vice-President shall be officers of the Society.
 - (2) An officer must be a Director
25. (1) There shall be seventeen (17) Directors.
 - (2) Directors shall be elected at the Annual General Meeting.
 - (3) Eight (8) Directors shall be elected in even number years for two terms; the remaining number of Directors shall be elected in odd number years for two terms.
 - (4) The officers shall be elected by the Directors from among Directors at the first meeting of the Directors following the Annual General Meeting in a manner approved by the Directors.
 - (5) Election procedures at the Annual General Meeting shall be determined by the members present.
 - (6) Officers shall serve for one officer term, upon election until the first Directors' meeting following the immediate next Annual General Meeting.
 - (7) The term of a Director is a two (2) year term, renewable five (5) times. After a period of one (1) year, a former Director is eligible again to stand for election.
26. (1) The Directors may at any time appoint a member as a Director to fill a vacancy in the Directors.
 - (2) The Directors may at any time appoint a Director to fill any officer vacancy.
 - (3) A Director so appointed shall serve until the next General annual meeting and if there is still one term left in the vacancy he is replacing, the members at the Annual General meeting shall elect a member to fulfill that term.
 - (4) Any officer appointed by the By-law 27(2) shall serve the unexpired officer term of the officer he is replacing.
 - (5) The Directors may by majority vote remove any Director who has missed three consecutive Directors' meetings without good cause.
27. (1) If a Director or officer ceases to hold office, the remaining Director shall appoint a replacement in accordance with these By-laws.
 - (2) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
28. The members may by special resolution remove a Director before the expiration of his office, and may elect a successor to serve the expired term of the Director he is replacing.

29. In accordance with Paragraph 6 of the Constitution, no Director or officer shall be remunerated for being or acting as a Director or officer but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the Affairs of the Society.

Part 6 - Proceedings of Directors

30. (1) The Directors may meet together at such places as they think fit for the dispatch of business, may adjourn and may otherwise regulate their meetings and proceedings as they see fit.
- (2) The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the Directors then in office.
- (3) The president shall be chairman of all meetings of the Directors, unless the Directors otherwise decide.
- (4) A Director may at any time convene a meeting of the Directors., and the secretary, on the request of a Director, shall convene a meeting of the Directors.
31. (1) Committees: The Directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit and may name the committee, but the majority of the members of the committee shall be directors unless specifically designated by resolution.
- (2) A committee formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report by oral or written report every act or thing done in exercise of those powers to the Directors.
32. Subject to directions of the Directors, the committee shall determine its own procedure.
33. The members of a committee may meet and adjourn as they think proper.
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, facsimile or electronic communication, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn,
- a) no notice of meetings of Directors shall 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 shall, if a quorum of the Directors is present, be valid and effective.
35. (1) Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.

(2) In case of an equality of votes the chairman does not have a second or casting vote.

36. A resolution proposed at a meeting of Directors or committee of Directors has to be seconded.
37. A resolution in writing, signed by two-thirds of 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 shall preside at all meetings of the Society and of the Directors, unless the members or Directors otherwise decide.

(2) The president is the chief executive officer of the Society.

39. The vice-president shall carry out the duties of the president during his/her absence.

40. The secretary shall

- a) conduct the correspondence of the Society,
- b) issue notice 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, and
- f) maintain the register of members.

41. The Treasurer shall

- a) keep such financial records, including books of account, as are necessary to comply with the *Society Act*, and
- b) render financial statements to the Directors, members and others when required.

42. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.

(2) Other officers, if any, shall perform such duties as the members decide.

(3) The Directors or members may add additional duties to any Director or officer or transfer duties among Directors or officers.

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

44. Every Director shall:
- a) act honestly and in good faith and in the best interests of the Society,
 - b) exercise the care, diligence and skill of a reasonable and prudent person, in exercising power and performing functions as a Directors.
45. Any Director who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of his/her interest to the Directors at a properly constituted meeting of the Directors and otherwise comply with the Requirements of the *Society Act*.
46. The Directors shall enter in the register the names of Applicants for incorporation and the name of every other person admitted as a member of the Society together with the following particulars of each:
- a) the full name and residence address,
 - b) the date on which a person is admitted as a member,
 - c) the date on which a person ceases to be a member.
47. The Directors shall prepare all reports including financial reports required by law to be prepared by the Society for the Annual Meeting.
48. The Directors shall on behalf of the Society file all financial reports and other reports that have to be filed after the Annual General Meeting as required by the *Society Act* and *Income Tax Act* or other law. The financial year end will be December 31st of each year.
49. The Directors shall ensure the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds.
50. The Directors, on behalf of the Society, shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:
- a) all money received and disbursed by the Society and the matter in respect of which the receipt and disbursement took place,
 - b) every asset and liability of the Society,
 - c) every other transaction affecting the financial position of the Society.

Part 8 - The Seal

51. The Directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

52. 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 president and secretary or president and secretary-treasurer.

Part 9 – Borrowing

53. 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 such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.
54. No debenture shall be issued without the sanction of a special resolution.
55. The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next annual general meeting.

Part 10 - Auditor

56. This part applies only where the Society has resolved to have an auditor.
57. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.
58. The Directors may appoint an auditor.
59. An auditor may be removed by resolution of the Directors.
60. An auditor shall be informed forthwith in writing of appointment or removal.
61. No Director and no employee of the Society shall be auditor.
62. The auditor may attend general meetings.

Part 11 - Notice to Members

63. A notice may be given to a member, in person or by mail to him at his registered address, or by email or as set out in By-law 65.
64. 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
- (1) been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle;
 - (2) notice shall be deemed to be given to every member if posted in a reasonably conspicuous manner on the bulletin board at the Riley Park Community Centre for

14 consecutive days in advance of the meeting, or if posted at the Riley Park Community Centre website for 14 consecutive days in advance of the meeting.

65. (1) Notice of a general meeting shall be given 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 general meeting.

Part 12 - By-laws

- 66. The Bylaws shall be posted on the web site. After being admitted a member is entitled to a hardcopy of the Constitution and By-laws upon request and on payment of reasonable photocopying costs.
- 67. These By-laws shall not be altered or added to except by special resolution.