

## **Bylaws Revelstoke ATV Club**

### **Bylaws of REVELSTOKE ATV CLUB (the "Society")**

  
CAROL PREST

#### **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;

**"Executive/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** Any person, regardless of age and place of residence shall be eligible for membership in the Club. Upon completion of the membership application form and payment of registration fee the person is a member of the CLUB. Persons under the age of 19 may join the CLUB as a family member of an adult member and are non voting members. Members of another ATV Club may join the CLUB as an auxiliary associate member, with the rights of a regular member.

##### **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 members at a General Meeting.

##### **Member not in good standing**

**2.4** A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing

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should the member fail to pay the member's annual membership dues within 30 days of the due date.

### **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 an annual general, general or club meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### **Termination of membership if member not in good standing**

**2.6** A person's membership in the Society is terminated if the person has not renewed their membership within six months of the due date

## **PART 3 - GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meeting**

**3.1** A general meeting must be held at the time and place the Board determines.

### **Notice of general meeting**

**3.2** A notice of General Meeting or Annual General Meeting shall be:

- (a) sent to every member's email address,
- (b) posted to those members who have not provided an email address,
- (c) included in the CLUB newsletter, and
- (d) posted on the CLUB's website and Facebook page at least 14 days prior to the meeting.

### **Ordinary business at general meeting**

**3.3** At a general meeting, the following business is ordinary business:

- (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 auditor;
- (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**

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- 3.4** 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.

### **Chair of general meeting**

- 3.5** The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair;
  - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
    - (i) the president,
    - (ii) the vice-president, if the president is unable to preside as the chair, or
    - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

### **Alternate chair of general meeting**

- 3.6** 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 voting members who are present must elect an individual present at the meeting to preside as the chair.

### **Quorum required**

- 3.7** 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**

- 3.8** The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

### **Lack of quorum at commencement of meeting**

- 3.9** 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 voting members who are present constitute a quorum for that meeting.

### **If quorum ceases to be present**

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**3.10** 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**

**3.11** 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**

**3.12** 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 8 days or more, notice of the continuation of the adjourned meeting must be given

### **Order of business at general meeting**

**3.13** 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) receive the directors' report on the financial statements of the Society for the previous financial year,
- (g) receive any other reports of directors' activities and decisions since the previous annual general meeting,
- (h) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (i) elect or appoint directors,
- (j) terminate the meeting.

Items (f), (g) and (i) only apply if the meeting is an annual general meeting,

### **Methods of voting**

**3.14** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 3 or more voting

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members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

### **Announcement of result**

**3.15** 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.

### **Proxy voting not permitted**

**3.16** Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

**3.17** 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.

**3.18** A simple majority of eligible members present is required to approve an ordinary resolution

### **Matters Decided at General Meeting by Special Resolution**

**3.19** Special resolutions require approval of not less than 75% of members present in good standing at a general meeting.

**3.20** These by-laws must not be altered or added to except by special resolution.

**3.21** CLUB Members in good standing may, by special resolution at an extraordinary general meeting, remove a Director before the expiration of their term of office and may elect a successor to complete that term of office.

**3.22** The directors shall not borrow funds for any reason without approval of the members in general meeting through a special resolution.

**3.23** CLUB Members in good standing may, by special resolution at an extraordinary general meeting, alter a previously unalterable provision.

## **PART 4 - CLUB MEETINGS**

### **Meeting Schedule**

**4.1** The board, may set, subject to approval by the members at a CLUB meeting, a schedule of monthly meetings of members.

### **Quorum**

**4.2** The quorum for CLUB meetings is 10% of the voting members

### **Notice of Meeting**

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**4.3** Members shall be notified of club meeting schedule through email communication, other available social medial means and club newsletter.

### **Order of Business**

**4.4** The order of business at a CLUB 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 CLUB meeting;
- (e) deal with unfinished business from the last CLUB meeting;
- (f) financial report
- (g) deal with new business
- (h) terminate the meeting.

### **Matters decided at CLUB meeting**

**4.5** Any business other than special business may be conducted at a CLUB meeting.

## **PART 5 - DIRECTORS**

### **Number of directors on Board**

**5.1** The Society must have no fewer than 5 and no more than 10 directors.

### **Election or appointment of directors**

**5.2** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

### **Directors may fill casual vacancy on Board**

**5.3** 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 the resignation, death or incapacity of a director during the director's term of office.

### **Term of appointment of director filling casual vacancy**

**5.4** 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.

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### **PART 6 - DIRECTORS' MEETINGS**

#### **Calling directors' meeting**

- 6.1** A directors' meeting may be called by the president or by any 2 other directors.
- 6.2** The Directors may pass a resolution without a meeting if the majority of directors affirm the resolution by email to the President or Vice President or verbal direction to any director. A resolution passed in this manner must be recorded in the minutes of the next Directors Meeting.

#### **Notice of directors' meeting**

- 6.3** At least 2 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**

- 6.4** 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**

- 6.5** The directors may regulate their meetings and proceedings as they think fit.

#### **Quorum of directors**

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

### **PART 7 - BOARD POSITIONS**

#### **Election or appointment to Board positions**

- 7.1** Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:
- (a) president;
  - (b) vice-president;
  - (c) secretary;
  - (d) treasurer.
- 7.2** The President, Vice-President, Secretary and Treasurer shall be elected by the Directors then in office at the close of the AGM or at the first meeting of Directors following the Annual General Meeting.

#### **Directors at large**

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**7.3** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

### **Role of president**

**7.4** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

### **Role of vice-president**

**7.5** 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**

**7.6** The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of all meetings;
- (b) taking minutes of all 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**

**7.7** 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**

**7.8** 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) investments must only be made in guaranteed investment certificates

## **PART 8 - REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

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### Remuneration of directors

- 8.1** No person shall be remunerated for being or acting as a Director
- 8.2** A Director or member shall be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the CLUB.

For travel approved / preapproved by the Board, expense claims shall not exceed:

- (a) the current Federal Government vehicle rate less \$0.05 / Km, (2016 rate at \$0.54/km)
- (b) the provincial government rate for meal allowance, (2016 Government of BC rates \$12, 13.80, 23.25) or the actual meal costs supported by receipts (alcohol not included).
- (c) actual accommodation or other costs.

### Signing authority

- 8.3** A contract or other record to be signed by the Society must be signed on behalf of the Society by one or more individuals authorized by the Board to sign the record on behalf of the Society.

## PART 9 GENERAL PROVISIONS

### Unalterable Provisions

- 9.1** Members of this CLUB shall have no interest in the property and assets of the CLUB; and that, upon dissolution of the CLUB; funds and assets of the CLUB remaining after satisfaction of its debts and liabilities, shall be distributed to non-profit organizations in the area, as determined by its members at time of dissolution. **This provision was previously unalterable.**
- 9.2** A previously unalterable provision may only be altered by a special resolution with the approval of 90% of the members in good standing and present at a General Meeting.

### Other Provisions

- 9.3** The CLUB shall operate in the Revelstoke and District of British Columbia.