

# SOCIETY ACT

## Bylaws of the KOOTENAY RHYTHM DRAGONS ASSOCIATION (the “Society”)

### PART 1 – DEFINITIONS AND INTERPRETATION

#### 1.1 Definitions

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 by the voting members present.

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

#### 1.2 Definitions in Act apply

The definitions in the Act apply to these Bylaws.

#### 1.3 Conflict with Act or regulations

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

#### 2.1 Application for membership

Membership is open to all who are interested and willing to subscribe to the purposes of the Society.

There are three categories of members of the Society, and all categories are voting members:

- a) Competitive Paddler: support the purposes of the Society and are capable and willing to participate in festivals.
  - b) Recreational Paddler: support the purposes of the Society and paddle for recreation and may have the option to compete.
  - c) Associate Member: support the purposes of the Society but may not paddle.
1. An individual becomes a member by applying to the directors for membership and paying the annual membership fee for the category to which they are applying.

2. Upon payment of the membership fee, the individual will be entered as a member in the Register of Members.
3. Membership is not transferable or assignable.
4. No member may act as a representative of the Kootenay Rhythm Dragons Association without explicit approval of the Board.
5. On being admitted to membership, each member is entitled to a copy of the constitution and Bylaws of the Society.

## **2.2 Duties of members**

Every member must uphold the constitution of the Society and must comply with these Bylaws.

## **2.3 Amount of membership fees**

- a) Membership fees are determined annually by the Board.
- b) Annual membership fees are due in May and are non-refundable after June 1. Special considerations may be made with the approval of the Treasurer.
- c) Fees for members joining after May 31 will be done on a prorated basis, 1/5 reduction of fees per month.

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

An individual shall cease to be a member in good standing:

- a) By failing to uphold the constitution.
- b) By failing to comply with the bylaws of the Society.
- c) By failing to pay the current membership fee or any debt owing to the Society.
- d) By delivering their resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society.
- e) On their death or, in the case of a corporation, on dissolution.

## **2.5 Member not in good standing may not vote**

A voting member who is not in good standing

- a) May not vote at a general meeting, and
- b) Is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

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

A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months, or if the member is expelled in accordance with section 2.7.

## **2.7 Discipline and expulsion of member**

- a) A member may be expelled by a special resolution of the members passed at a general meeting.
- b) Before expulsion the Board must send to the member written notice of the proposed expulsion, including reasons.

- c) 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.

## **2.8 Members' code of conduct**

The Kootenay Rhythm Dragon Boat Association is committed to the purposes of the Society.

The Code of Conduct is designed to ensure that appropriate forms of behavior are adopted and remain the norm for all persons associated with the Society.

Every member of the Society has a responsibility to ensure their own behavior is in accordance with the conduct outlined hereunder, and any breach of the code will be subject to disciplinary action which may include, but is not limited to, discussion of the behaviour with the member, written reminder of the member's responsibility regarding code of conduct, or if issue cannot be resolved satisfactorily, possible expulsion from the Society. Each member of the Society is expected to:

- a) Be subject to the management and direction of the team captain or coach or any other person appointed by either of them;
- b) Observe and comply with all reasonable directions and orders given by the team captain or coach or any other officiating person;
- c) Conduct themselves in a proper manner so as not to bring themselves or the Society into public disrespect or censure;
- d) Not make, comment, issue, authorize, offer or endorse any public criticism or statement designed to have an effect prejudicial to the best interest of the Society;
- e) Respect the law and customs at all times and in all places including in foreign countries;
- f) Respect the rights, dignity, privacy and worth of all participants and officials regardless of their ability, gender, sexual orientation or cultural background. Abusive or violent conduct of any nature towards any paddler, club, race official or spectator will not be tolerated;
- g) Perform all duties and responsibilities in a mature, fair and professional manner;
- h) Demonstrate and ensure a positive commitment to the Society and its programs and policies;
- i) Not disclose to any unauthorized person or organization, information which is of a confidential or privileged nature;
- j) Not defame or injure any person;
- k) Not use or consume alcohol to excess nor to encourage other persons to use or consume alcohol to excess while participating in an activity of the Society;
- l) Act at all times in a manner beyond reproach and in such a way as to ensure good relations within and without the Society.

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

### **3.1 Time, place and notice of general meetings**

- a) General meetings of the Society shall be held at the time and place that the Board determines.
- b) An annual general meeting will be held once in each calendar year.
- c) Notice of general meetings will be sent to every member of the Society who has provided an email address to the Society, by email to that email address.

- d) The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.

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

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) Appointment of an auditor, if any;
- f) Business arising out of a report of the directors not requiring the passing of a special resolution.

### **3.3 Notice of special resolution**

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 Chair of general meeting**

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.

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

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.

### **3.6 Quorum required**

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.

### **3.7 Quorum for general meetings**

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

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

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 meeting stands adjourned to the same day in the next week, at the same time and place, 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 voting members who are present constitute a quorum for that meeting.

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

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.

### **3.10 Adjournments by chair**

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.

### **3.11 Notice of continuation of adjourned general meeting**

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.

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

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, and the auditor's report, if any, on those statements,
  - II. Receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - III. Elect or appoint directors, and
  - IV. Appoint an auditor, if any;
- 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.

### **3.13 Methods of voting**

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

### **3.14 Announcement of result**

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.

### **3.15 Proxy voting not permitted**

Voting by proxy is not permitted.

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

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.

## **PART 4 - DIRECTORS**

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

The Society must have no fewer than 3 and no more than 8 directors.

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

- a) At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the directors for the Board.
- b) A director's term of office expires at the close of the next annual general meeting after the director's designation, election or appointment.
- c) A member elected or appointed to be a director must agree to the election or appointment if present at the annual general meeting, or if not present must consent in writing to be a director of the Society.

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

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.

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

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.

## **PART 5 – DIRECTORS’ MEETINGS**

### **5.1 Calling directors’ meeting**

A directors’ meeting may be called by the president or by any 2 other directors.

### **5.2 Notice of directors’ meeting**

At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

### **5.3 Proceedings valid despite omission to give notice**

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.

### **5.4 Conduct of directors’ meetings**

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

### **5.5 Quorum of directors**

The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

### **5.6 Director absences**

A Director who may be temporarily absent from Nelson may send or deliver to the address of the Society a notification of their absence, which may be by letter, telephone or email. Their absence will be noted at any meeting of the Board that occurs during the absence, and if a quorum of the Directors is present, the meeting shall be valid and effective.

## **PART 6 – BOARD POSITIONS**

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

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.

## **6.2 Directors at large**

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.

## **6.3 Role of president**

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 the spokesperson for the Board and the Society and oversees all aspects of the Society.

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

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.

## **6.5 Role of secretary**

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;
- 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.

## **6.6 Absence of secretary from meeting**

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

## **6.7 Role of treasurer**

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.

## **6.8 Proceedings of directors**

- a) The directors may delegate authority to committees, consisting of such members as they think fit and may name the committee.
- b) A committee so 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 fully.
- c) Subject to directions from the directors, the committee shall determine its own procedure.



- d) A director who may be absent temporarily from the board may request a leave of absence of no more than three months, receiving no notices or reports during the period of absence. Without a request of leave, a director may be asked to resign after three consecutive absences.
- e) A director may be removed before the expiration of his/her office due to just cause.
- f) Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.
- g) In case of an inequality of votes, the chair does not have a second or casting vote.
- h) 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.

## **6.9 Board responsibilities**

The Kootenay Rhythm Dragon Boat Association Board of Directors are individuals who are expected to help support and promote the purposes of the Society and to provide leadership to the members.

Each director has different interests, skills and expertise; however it is expected that each board member will be actively involved in the stewardship of the Society in the following ways:

- a) Be a leader in promoting the Society in our community & beyond.
- b) Be knowledgeable about the Society's purposes, its programs and policies in order to provide wise advice, guidance and support to the overall management of the Society.
- c) Approve policies that support the mission, values and goals of the Society.
- d) Attend announced Board meetings.
- e) Participate in Fundraising campaigns.
- f) Sit on ad-hoc committees and/or selection panels when required.
- g) Recommend and/or recruit new Board members.
- h) Promotion of growth of the Society.

## **6.10 Committees of the Board of directors**

Committees may be set up by the Board to perform specific functions for the Society. These committees will meet as required and have oversight by a director, who will report on the activities of the committee at the following Board meeting.

## **6.11 Board of directors code of conduct**

The Board of the Kootenay Rhythm Dragons Association have a responsibility to conduct themselves in a way that does not compromise the Board's ability to accomplish its purposes and carry out its responsibilities properly.

Conflict of Interest occurs when personal interest interferes with duties owed another, that is, a conflict between the private interest and the official responsibilities of a person in a position of trust. The standards listed below must be strictly followed to ensure no conflict of interest, either real or perceived, occurs:

- a) Directors of the Board are responsible for disclosing and resolving all personal situations that may constitute, or may be perceived to constitute, a conflict of interest.

- b) A Director shall not use his or her position to promote any action, resolution, or vote to promote the private advantage of themselves or of some other favored people.
- c) A Director shall not make a profit (financial or otherwise) for him/herself, or some other favored person by the use of confidential information obtained through his or her association with the Society.
- d) A Director shall not act in any outside capacity for any third party with respect to any project, which must be submitted to the Board for review and approval.
- e) A Director shall not attempt to influence or participate in the vote on any question in which he or she has had personal or special interest distinct from that of the community generally, whether or not the interest is financial or otherwise.
- f) A Director shall not vote or attempt to influence the vote on any matter in relation to which there is a reasonable probability that he or she is likely to be, or to be seen as biased because of a personal interest in the matter.
- g) A Director shall not allow him/herself to be counted as one of the members present for the purposes of establishing a quorum for any meetings where a bias could be seen to arise from a personal interest.
- h) A Director shall exercise strict confidentiality regarding Board business. Information received through their position should not be shared without prior consent of the Board.
- i) A Director should avoid entering into public debate or advocacy regarding Board policies. All inquiries regarding Board policies should be made in writing to the Board Chair.
- j) Directors of the Board shall not give preferential treatment to relatives or friends or to any organizations in which they or their relatives have an interest, financial or otherwise.
- k) The Board shall not comment on or take any action on a concern/complaint registered against the Society, its procedures, policies, coaches, captains, managers any other member of the Society or of the public until:
  - I. The complainant has formally discussed the concern with the individual(s) directly involved.
  - II. Such discussion has failed to resolve the matter.
  - III. The unresolved complaint/concern will then be forwarded to the vice president for resolution.
  - IV. If an acceptable resolution cannot be reached following discussion with the vice president, the matter will then be submitted in writing to the Board for consideration.

A member of the Board of Directors speaks and acts towards all members of the Society with respect and dignity, always mindful of their rights and sensibilities.

## **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **7.1 Remuneration of directors**

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.

### **7.2 Signing authority**

A contract or other record 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 2 other directors, or
- d) In any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

## **PART 8 - BORROWING**

### **8.1 Borrowing**

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.

No debenture shall be issued without the sanction of a special resolution at a general meeting of members.

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 9 – AUDITOR / FINANCIAL REVIEW**

### **9.1 Auditor / financial review**

- a) The Society may resolve to appoint an auditor at an annual general meeting to hold office until he/she is re-appointed or his/her successor is appointed at the next annual general meeting.
- b) An auditor may be removed by ordinary resolution.
- c) An auditor shall be informed forthwith in writing of an appointment or removal.
- d) No Director shall be auditor.
- e) The auditor may attend general meetings.