

## **Model Bylaws (Societies Regulation 2015, Schedule 1)**

### **Bylaws of *British Columbia Geocaching Association* (the "Society")**

#### **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;

**"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** 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.

A Resident of British Columbia who is 16 years of age or older may apply to the directors for membership in the society, upon acceptance by the directors, under the guidelines set out in the SOP and agreeing to the provisions of these by-laws is a member in good standing. The procedures for membership application and determination of a member in good standing will be set out in the SOP.

##### **Duties of members**

- 2.2** Every member must uphold the constitution, and comply with these bylaws, the Acceptable Use Policy and the Standard Operating Procedures.

**Amount of membership dues**

- 2.3** The amount of the annual membership dues, if any, must be determined by the Board.

**Member not in good standing**

- 2.4** A member is not in good standing if:
- (a) the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.
  - (b) the member does not uphold the constitution, comply with these bylaws, the Acceptable Use Policy and the Standard Operating Procedures.

**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 general 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**

- 2.6** A person ceases to be a member of the society
- (a) by delivering his or her resignation in writing to the secretary of the society or by emailing the secretary of the society.
  - (b) on his or her death or, in the case of a corporation, on dissolution,
  - (c) on being expelled, or
  - (d) by not updating their contact information every 12 months to the Society.
- 2.7** Any expulsion or discipline of a member will follow the procedures set out in the Societies Act.

## **PART 3 – MEETINGS OF MEMBERS**

### **Time and place of general meetings, including the Annual General Meeting**

- 3.1** A general meeting must be held at the time and place the Board determines. Notice of date, time and location of any general meeting will be sent electronically to all members at least 14 days prior to the meeting.

An Annual General Meeting (AGM) must be held each calendar year. Given the provincial mandate of the BCGA, every effort must be made to hold each AGM in a different area of the province.

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

- 3.2** 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.

### **Notice of special business**

- 3.3** 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**

- 3.4** 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**

- 3.5** 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**

- 3.6** 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**

- 3.7** The quorum for the transaction of business at a general meeting is 5 voting members.

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

- 3.8** 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.

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

- 3.9** 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**

**3.10** 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**

**3.11** 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**

**3.12** 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.

#### **Methods of voting**

**3.13**

- (a) A member in good standing is entitled to one vote.

- (b) Election of incoming directors and bylaw changes shall be by electronic or paper ballot managed in a manner deemed appropriate by the directors. The election process shall be observed by an independent Returning Officer appointed by the Directors to ensure integrity of the voting process.
- (c) Voting for special resolutions takes place at a general meeting. It 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. Voting threshold to pass a special resolution is 2/3 of votes cast.
- (d) Electronic voting must take place no less than 7 days, and no more than 14 days, prior to an annual general meeting. The results of the election shall be announced at that annual general meeting.
- (e) All other voting may be conducted at a general meeting by either a show of hands, or a secret ballot, as deemed appropriate by the members present at the meeting.

#### **Announcement of result**

- 3.14** 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**

- 3.15** BCGA does not allow proxy voting as electronic and in-person voting is available for important issues.

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

- 3.16** 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. The threshold for ordinary resolutions is a majority (50% +1 vote) whereas the threshold for a special resolutions is two thirds of attendees.

## **PART 4 – DIRECTORS**

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

- 4.1** The number of directors must be 5 or a greater number determined by the board of directors from time to time. The number of directors to be elected at an Annual General Meeting will be set by the current directors and communicated to the members with the Notice of Meeting of that meeting.

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

- 4.2** The directors of the Society shall be elected for a two-year term.
- (a) In year A, the President, Secretary and one Director at Large shall be elected at the Annual General Meeting. In year B, the Vice-President, Treasurer and any additional Directors at Large shall be elected, hence ensuring an overlapping pattern for knowledge transfer.
  - (b) If a successor is not elected, the board of directors will determine the method of filling the position.

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

- 4.3** 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**

- 4.4** 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.

### **Removal of a director**

- 4.5**
- (a) The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may appoint a successor to complete the term of office.
  - (b) A Member of the Board of Directors may be removed as a result of action inappropriate and/or in conflict with the aims and objectives of the Society. Removal will be established by a majority vote of the Board of Directors at a meeting duly called by the President or Vice President.

## **Qualifications for Board Membership**

- 4.6** Directors must be at least 18 years of age at the start of the annual voting period.

## **PART 5 – DIRECTORS’ MEETINGS**

### **Calling directors’ meeting**

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

### **Notice of directors’ meeting**

- 5.2** 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**

- 5.3** 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**

- 5.4** The directors may regulate their meetings and proceedings as they think fit.
- (a) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
  - (b) In the case of a tie vote, the chair does not have a second or casting vote. In such a case, the result is No.

### **Quorum of directors**

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

### **Proceedings of directors**

- 5.6** Directors may pass a resolution without meeting. This will be done by an electronic vote. A resolution passes with a voting threshold of 50% + 1 on the deadline for voting for each resolution.



## **Committees**

### **5.7**

- (a) The directors may delegate any, but not all, of their powers to committees which shall consist of at least one director as they think fit.
- (b) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

## **PART 6 – BOARD POSITIONS**

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

- 6.1** 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.

### **Directors at large**

- 6.2** 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, and will be assigned specific areas of responsibility based on the needs of the organization.

### **Role of president**

- 6.3** 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**

- 6.4** 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**

- 6.5** 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.

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

- 6.6** 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**

- 6.7** 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; and
  - (d) making the Society's filings respecting taxes.
- 6.8** Detailed job descriptions are maintained in the SOP.

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

### **Remuneration of directors**

- 7.1** 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**

- 7.2** 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, or
  - (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors.

## **PART 8 – SOCIETY RECORDS**

### **Access to records by members**

#### **8.1**

- (a) Members are entitled to inspect:
- i. AGM minutes
  - ii. AGM reports
  - iii. Any other public records the directors choose to release.
- (b) The inspection of the register of memberships has been restricted in accordance with section 25 of the BC Societies Act 2015.

## **PART 9 -STANDARD OPERATING PROCEDURES**

- 9.1** The directors shall be responsible for maintaining a document call the Standard Operating Procedures (SOP). The SOP document shall contain details about the day to day operations of the association. Revisions to the SOP will be made as required.
- 9.2** The SOP shall be available electronically to all members at all times.

**9.3** The SOP is only intended to be a guide. In the case of any discrepancies between the SOP document and these bylaws, these bylaws shall take precedent.