

## **Bylaws of Biathlon Society of British Columbia (the “Society”)**

### **PART 1 – DEFINITIONS AND INTERPRETATION**

1. In these Bylaws:
  - a. “Act” means the Societies Act of British Columbia as amended from time to time;
  - b. “Board” means the Directors of the Society;
  - c. “Bylaws” means these Bylaws as altered from time to time;
  - d. “Member” means the group of individuals or society who have been accepted for membership by the Board pursuant to Part 2 of the Bylaws;
  - e. “Director” means a director of the Society;
  - f. “Member Representative” means the individual who is listed as the club representative in the members’ most recent membership registration in Biathlon Canada, or another person authorized in writing by the club’s president or designate to act as the club’s member representative.
  - g. “Participant” means an individual who is registered with Biathlon Canada in the current membership year as a registered participant and affiliated with a Member.
2. The definitions in the Act apply to these Bylaws.
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 – MEMBERSHIP**

4. The Society shall have one class of membership which shall be clubs.
5. A club may apply to the Board for membership in the Society, and the club becomes a member on the Board’s acceptance of the application.
6. Every Member must uphold the constitution of the Society and must comply with these Bylaws.
7. On acceptance by the Board, the Member shall pay the annual membership fees and register with Biathlon Canada.
8. The amount of the annual membership dues shall be determined by the Board.
9. A Member is not in good standing if the Member fails to pay its annual membership dues and the Member is not in good standing for so long as those dues remain unpaid.

10. A 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 Members.
11. A club's membership in the Society is terminated if the club:
  - a. is not in good standing for 6 consecutive months; or
  - b. is terminated or is expelled by the Society.

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

12. A general meeting must be held at the time and place the Board determines.
13. 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.
14. 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 Society's President,
    - ii. the Vice President – Administration and Operations, if the President is unable to preside as the chair, or
    - iii. one of the other Directors present at the meeting, if the President and the Vice President – Administration and Operations is unable to preside as the chair.
15. 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.

16. 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.
17. 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.
18. The quorum for the transaction of business at a general meeting is 33% of the Members in good standing.
19. 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 the Members, the meeting is terminated;
  - b. in any other case, the meeting stands adjourned to the same day in the next week, at 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.
20. 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.
21. 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.
22. 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.

23. The Member Representative shall be the only person authorized to exercise a Member's right to vote at a general meeting.
24. 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 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.
25. 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.
26. Voting by proxy is not permitted.
27. 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**

28. The Society must have no fewer than six directors.
29. The Directors of the Society are:
  - a. President,
  - b. Secretary,
  - c. Treasurer,
  - d. Vice President – Administration and Operations,
  - e. Vice President – Program Development and Delivery, and
  - f. Vice President - Marketing.
30. 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.
31. The terms of office for Directors will generally be two years and until the end of the next annual general meeting after the new election is conducted and their successor is elected.
32. The Directors must retire from office at an annual general meeting when their successor will be elected.
33. Separate elections must be held for each office to be filled.
34. The terms of office of President, Vice-President - Program Development and Delivery, and Secretary will expire in even numbered years.

35. The terms of office of Vice President - Administration and Operations, Treasurer, and Vice President - Marketing will expire in odd numbered years.
36. The Board may, at any time, appoint a Participant 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.
37. 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.
38. No Director may be remunerated for being or acting as a Director but a Director may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the business of the Society.

#### **PART 5 - PROCEEDINGS OF THE BOARD OF DIRECTORS**

39. A Directors meeting may be called by the President or by any 2 other Directors
40. No fewer than two Directors meetings in each year must be devoted entirely to long term and strategic planning. No other business may be placed on the agenda or conducted at these meetings.
41. At least 2 days' notice of a Directors' meeting must be given unless all the directors agree to a shorter notice period.
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.
43. The Directors may regulate their meetings and proceedings as they think fit.
44. Directors meetings may be conducted in person, by tele-conferencing, e-mail, and/or online multimedia.
45. The quorum for the transaction of business at a Director meeting is 3.
46. The President will be the chair of all meetings of the Directors.
47. If the President is not present within 30 minutes after the time set for the meeting, the Vice-President - Administration and Operations will act as the chair, but if neither is present the Directors present may choose one of their members to be the chair for that meeting.
48. If within 30 minutes from the time set for a Directors meeting, a quorum is not present, the meeting, if convened on the requisition of a Director, must be terminated; but in any other case, it must stand adjourned to the same day in the next week, at same time and place, and if, at the adjourned meeting, a quorum is

not present within 30 minutes from the time set for the meeting, the Directors present constitute a quorum.

## **PART 6 - DUTIES OF DIRECTORS**

49. The President is the chief executive officer of the Society and is responsible for supervising the other Directors in the execution of their duties.
50. The Vice President – Administration and Operations is the vice-chair of the Board and is responsible for carrying out the duties of the President should the President be absent or unable to act, and oversees the administrative roles of the organization, including the Treasurer and Secretary, and report to the Board on the work of administrative committees.
51. The Vice President –Program Development and Delivery must oversee program development and implementation, and report to the Board on the work of operational committees.
52. The Vice President – Marketing must oversee marketing, and report to the Board on the work of marketing committees.
53. The Secretary is responsible for doing, or making the necessary arrangements for, the following:
  - a. keeping the records of the Society in accordance with the Act;
  - b. conducting the correspondence of the Society;
  - c. issuing notice of general meetings of the Society and directors' meetings;
  - d. taking and keeping minutes of all meetings of the Society and directors' meeting and making them available to the Directors and Members;
  - e. having custody of all records and documents of the Society except those required to be kept by the Treasurer;
  - f. maintaining the register of the Members; and
  - g. filing the annual report of the Society each year and making any other filings with the registrar under the Act.
54. 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 including books of account in respect of the Society's financial transactions;

- c. preparing the Society's financial statements;
- d. making the Society's filings respecting taxes.

#### **PART 7 - FINANCES**

- 55. All cheques drawn on and all authorizations on electronic payments from the Society's bank account shall require the signatures or authorizations of at least 2 Directors.
- 56. 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 a Vice-President together with one other Director,
  - c. if the President and Vice-Presidents are 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 - DISSOLUTION**

- 57. In the event of the winding up or dissolution of the Society, the assets of the Society remaining after all debts of the Society have been paid, or provision for payment has been made, must, by resolution of the Members, be transferred to an organization or organizations having a purpose similar to this Society, or being otherwise deserving of support and registered under the Societies Act.