

REVELSTOKE SNOWMOBILE CLUB

SOCIETY BYLAWS

GENERAL

1. DEFINITIONS

- a) The name of this Society shall be “Revelstoke Snowmobile Club”, hereinafter also know as the Club or RSC.
- b) The Club shall operate in the Revelstoke and District of British Columbia.
- c) In these Bylaws:
 - “**Act**” means the Societies Act of British Columbia as amended from time to time;
 - “**Board**” means the directors of the RSC;
 - “**Bylaws**” means these Bylaws as altered from time to time.
- d) Definitions in the Act apply to these Bylaws.

2. MEMBERS

The members of the Club are the subscribers to the Constitution and Bylaws and every person who becomes a member shall comply with membership requirements.

3. NUMBER OF MEMBERS

The number of members of the Club shall not be limited

4. RESTRICTIONS ON MEMBERSHIP

Any person under the age of 16, according to the British Columbia Snowmobile Federation can only join the club in association with a Primary Adult Member.

- i. All members under the age of 16 have membership rights except voting privileges.

5. APPLICATION FOR MEMBERSHIP

Applications for membership may be reviewed by the Board of Directors, and the application for membership may be refused if the applicant has been deemed to have acted in a manner that is detrimental to the RSC or wilfully commits a breach of the Bylaws of the club by the Board of Directors.

6. TRANSFERABILITY

The interest of a member is not transferable

7. DUTIES OF MEMBERS

Every member must:

- a) Uphold the constitution of the Club and comply with these Bylaws; and
- b) Pay membership dues in accordance with the provisions and Bylaws of the Club.

8. RIGHTS OF MEMBERS

- a) Members shall be entitled to notice of meetings of members and one vote, subject to the provisions of the Bylaws.

REVELSTOKE SNOWMOBILE CLUB

SOCIETY BYLAWS

- b) A member may at any time waive notice of attendance for any meeting in writing.

9. MEMBERSHIP FEES

The Membership fees shall be determined by the Board of Directors. The membership fees are determined once British Columbia Snowmobile Federation has determined fees to the club.

10. RESIGNATIONS

A member or Director may resign by notification in writing, and the resignation shall become effective upon receipt by the Board of Directors.

11. TERMINATION OF MEMBERSHIP

The interest of a member of the Club lapses and ceases to exist upon the occurrence of any of the following:

- a) By delivering his/her resignation in writing to the Board of Directors
- b) On his/her death
- c) On being expelled
- d) Upon failing to renew membership upon expiration
- e) Not being in good standing with membership fees, or any other debt owed by him/her to the Club.

12. EXPULSION

The Board of Directors may after an investigation, by vote of two-thirds (2/3) of those present and voting at the Directors meeting, duly called for that purpose, expel or suspend any member whose conduct has been determined by the Club to be improper, unbecoming or likely to endanger the interests or reputation of the Club or who wilfully commits a breach of the bylaws of the Club. No member shall be expelled or suspended without being notified of the charge or complaint against him/her and without having first been given an opportunity to be heard at the Board of Directors at a meeting called for that purpose.

MEETINGS

13. ANNUAL GENERAL MEETING

- a) The Club shall hold an annual general meeting within twelve (12) months of the fiscal year in Revelstoke, B.C. on a day set by the Board of Directors and with fourteen (14) days written notice to the membership. The notice 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.
- b) At an annual general meeting, the following business is ordinary business:
 - i. Adoption of the rules of order;

REVELSTOKE SNOWMOBILE CLUB

SOCIETY BYLAWS

- ii. Consideration of any financial statements of the Club presented at the meeting;
 - iii. Consideration of the reports, if any, of the directors or auditor;
 - iv. Election or appointment of directors;
 - v. Appointment of an auditor, if any;
 - vi. Business arising out of a report of the directors not requiring the passing of a special resolution.
- c) At any Annual General Meeting, the quorum shall be five percent of the membership or 5 voting members, whichever is less. Business must not be transacted at a general meeting unless a quorum of voting members is 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.
- d) Nominations must be received by the Revelstoke Snowmobile Club no later than one (1) week before the AGM. Nominations from the floor will not be accepted unless the slate of nominees is insufficient to fill twelve (12) positions. Nominations must be submitted and signed by a Director in good standing of the Revelstoke Snowmobile Club. All nominees must be willing to sign the Code of Conduct Agreement.
- e) At any Annual General Meeting each member in good standing in attendance, or a Director by conference call shall be entitled to one (1) vote and the vote of the majority shall prevail. Voting shall be by a show of hands or verbal vote if by conference call, unless three (3) or more members present, request a secret ballot.
- f) If vote is by Secret ballot, the votes will be recorded.
- g) The Board of Directors of the Club will be elected at the Annual General Meeting and shall hold office until the end of their elected term.
- h) At the conclusion of the Annual General Meeting or at the first Board Meeting following the Annual General Meeting, the new Directors shall appoint a President, Vice-President, Secretary and Treasurer of the Club from amongst the Directors.

14. REGULAR MEETINGS

- a) Other meetings of the members, to be known as “regular meetings”, may be called, at any time, by the Secretary, upon the instruction of the President or Board of Directors.
- b) Quorum at a Regular Meeting will be five percent of the membership or 5 voting members, whichever is less.
- c) The order of business at a regular meeting is as follows:

REVELSTOKE SNOWMOBILE CLUB

SOCIETY BYLAWS

- i. Elect an individual to chair the meeting, if the President or Vice-President are not present;
- ii. Determine that there is a quorum;
- iii. Approve the agenda;
- iv. Approve the minutes from the last regular meeting;
- v. Deal with unfinished business from the last regular meeting;
- vi. If the meeting is an annual general meeting,
 1. 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,
 2. Receive any other reports of directors' activities and decisions since the previous annual general meeting,
 3. Elect or appoint directors, and
 4. Appoint an auditor, if any;
- vii. Deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- viii. Terminate the meeting.

15. SPECIAL MEETINGS

- a) A special meeting shall be called by the President or by the Secretary upon the instruction of the President, upon a written request of five (5) percent of the membership or by any Director of the Club.
- b) A minimum notice of 14 days must be given in writing to the membership regarding a Special Meeting. The notice must state the nature of any 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.
- c) Quorum at a Regular Meeting will be five percent of the membership or 5 voting members, whichever is less.

16. DIRECTORS MEETINGS

- a) A schedule for Directors Meetings shall be put forth at the first meeting of the new Board of Directors each year and/or anytime deemed necessary.
- b) Quorum at a Directors Meeting will be two-thirds (2/3) of the Directors then in office and vote will be by majority vote of all present or via conference call.

17. ADJOURNMENTS

Any meeting of the Club or Board of Directors may be adjourned if a quorum is not present. Notice of an adjournment meeting is not required.

18. QUORUM

No business shall be transacted at any meeting unless the requisite quorum is present.

19. VOTING

REVELSTOKE SNOWMOBILE CLUB

SOCIETY BYLAWS

- a) Each member in good standing over the age of sixteen (16) is entitled to one (1) vote
- b) Every question submitted to a meeting shall be decided by a majority of votes of the members present.
- c) Vote is by a show of hands or by ballot where requested by any three (3) or more members present.
- d) Voting by proxy is not permitted.
- e) Voting by conference call or text will be allowed for Directors of the Board.

BOARD OF DIRECTORS

20. POWERS

The Board of Directors shall, subject to the Bylaws or directions given it by a majority vote at any meeting of members, properly called and constituted, have full control and management of the business and affairs of the Club. The Board of Directors shall exercise all such powers and do all such acts and things as may be exercised or done by the Club and are not by the Bylaws or any special resolution of the meeting of the members of the Club to carry out the objects and goals of the club to assure the success of the Club.

21. NUMBER OF DIRECTORS, TERM, APPOINTMENT AND DUTIES

- a) **The Board of Directors shall consist of no less than five (5) and no more than ~~twelve (12)~~ nine (9).**
- b) The Board Executive shall consist of President, Vice-President, Secretary Treasurer and Past-President.
- c) All executive positions are two (2) year terms with the President and Vice President being elected and Past-President automatically being appointed to the BoD for the same term. The Secretary and Treasurer are elected on opposite years from President and Vice President.
- d) All directors are elected to two (2) year terms with half of them being on opposite years. A maximum of seven (7) director positions maybe filled by election at any one AGM unless more positions are available due to resignations. The length of terms may be adjusted to a one (1) year in this event to maintain a balance of fifty percent (50%) of the directors' terms expiring each year. The length of term will be stated at the AGM if adjusted.
- e) If anyone holding an executive position resigns, that position may be filled by the Board of Directors and the person so appointed will hold that position until the end of the term of office of the individual who resigned.
- f) Any vacancy on the Board of Directors may be filled at a regular meeting. A Director appointed by the Board to fill a vacancy ceases to be a director at the end of the term of office of the individual whose departure from office created the vacancy.

REVELSTOKE SNOWMOBILE CLUB

SOCIETY BYLAWS

- g) Each director assigned a role within the Club's Board of Directors is expected to communicate and provide updates to the board.

22. REMOVAL OF A DIRECTOR

A Director may be removed from office:

- a) Upon resignation in writing submitted to the Board at a Directors' meeting.
- b) Upon election of a successor Director at an Annual General Meeting.
- c) Upon a written petition submitted at any time by the majority of the Directors.
- d) Upon such Director being certified as mentally incompetent.
- e) Upon ceasing to become a voting member of the Club by November 1st of each season.
- f) Upon the Director ceasing to be a member of the Club in good standing by failing to abide by the "Code Of Conduct Agreement" or otherwise.

23. QUALIFICATIONS AND EXPECTATIONS OF EXECUTIVES AND DIRECTORS

- a) Directors must be members of the Club or non-riding club members in good standing in order to hold their position as a Director.
- b) In order to hold an executive position, a Director must reside within fifty (50) kms of Revelstoke on a permanent basis year round.
- c) Directors are expected to abide by the "Code of Conduct Agreement", Conflict of Interest Policy and sign a written consent to act as a Director and confirming they are eligible to be a Director of a Society.
- d) Directors are expected to be involved through active communication in person, by phone and/or email.
- e) Directors of the Club are expected to represent/vote in the best interest of the Club.
- f) Directors may establish such committees and appoint chairpersons thereof, as they consider desirable from amongst the members at large.
- g) Duties and Roles specific to each position on the executive are as follows:

PAST-PRESIDENT

- After completing his/her term, the Past-President has the right to retain a director's position for a two (2) year term.
- If the Past-President does not wish to retain a position on the Club Board of Directors it is their choice.

REVELSTOKE SNOWMOBILE CLUB

SOCIETY BYLAWS

- As Past-President, he/she is expected to help and support the newly elected executive in their roles while remaining on the Club Board of Directors.

PRESIDENT

- The President is the chief executive officer of the Club and shall supervise the other officers in the execution of their duties
- The President of the Club shall act as Chairman at all meetings of the Club and Directors, and as a director, is entitled to one vote, the same as all other directors.
- It is the President's option, on occasion, to delegate duties to the V.P.

VICE PRESIDENT

- The Vice President shall carry out the duties of the President during the President's absence or if he/she is unable to act.

SECRETARY

- The Secretary shall conduct the correspondence of the Club
- Assist the President in issuing notices of meetings of the Club and Directors
- Keep minutes of all meetings of the Club and Directors and distribute such meeting minutes to all Directors within seven (7) days of the meeting.
- Have custody of current year's records and documents of the Club except those required to be kept by the Treasurer.
- Assist the Executive Director to maintain the register of members
- The Secretary shall have minutes from previous meeting available one half (1/2) hour prior to start of meeting, and accordingly it shall not be necessary to have the minutes read as part of the proceedings of the meeting being held.
- In the absence of the Secretary from a meeting, the directors shall appoint another person to act as Secretary at that meeting.

TREASURER

- The Treasurer shall work with outside firm to understand and assist with financial records including books of accounts necessary to comply with Laws and Acts if deemed necessary by the Board of Directors.
- Render financial statements to the Directors, members and others when required.
- The offices of Secretary and Treasurer may be held by one person who shall be known as Secretary/Treasurer.

24. DIRECTORS REMUNERATION, REIMBURSEMENT AND SIGNING AUTHORITY

- a) Directors of the Club shall be reimbursed for all expenses necessarily and reasonably incurred by him/her on behalf of the Club or while engaged in the affairs of the Society. Reimbursement of such expenses must be approved by the Board of Directors.
- b) In accordance with section 41 of the Act, a majority of the Directors cannot receive remuneration as a contractor or an employee. Therefore:

REVELSTOKE SNOWMOBILE CLUB

SOCIETY BYLAWS

- i. Up to 50% of the Directors who have roles and responsibilities beyond those required of Directors shall be paid as contractors or employees of the Club.
 - ii. Only after the above 50% threshold is met, may any Directors who have roles and responsibilities beyond those required of all Directors receive remuneration for being a Director. Such remuneration shall be based upon the time that Director spends on their additional roles and responsibilities (i.e. not the time spent on attending meetings and fulfilling their duties and obligations as set out in clauses 21 and 23).
- c) A contract or other record to be signed by the Society must be signed on behalf of the Club:
 - i. by the president, together with one other director,
 - ii. if the president is unable to provide a signature, by the vice-president together with one other director,
 - iii. if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
 - iv. in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

25. POWERS

BORROWING POWERS

The RSC shall not borrow money except by resolution of the membership at the Annual General Meeting or at a Special Meeting called for that purpose. No debenture may be issued without sanction of a Special Resolution.

INVESTMENT POWERS

The Club may invest its funds in any investment in which a prudent investor might invest. No investment may be authorized without sanction of a Special Resolution.

AUDIT AND BOOKS OF ACCOUNT

The Directors shall see that all necessary books and records of the Club are regularly and properly kept and that books of account are reviewed annually, and a report given at the Annual General Meeting. By request the books may be audited by an outside firm.

CUSTODY AND USE OF SEAL

A legal representative of the RSC shall have custody of the Seal of the RSC which shall be affixed to any instrument except in the manner provided by a resolution of the Directors and by such persons as may be specified therein.

REVELSTOKE SNOWMOBILE CLUB

SOCIETY BYLAWS

ALTERATIONS OF BY-LAWS

The Bylaws of the RSC may be altered or amended at an Annual General Meeting or at a Special Meeting called for that purpose approved by special resolution, being two-thirds (2/3) majority of the members present.

26. PREVIOUSLY UNALTERABLE PROVISIONS

USE OF RSC FACILITIES

The Revelstoke Snowmobile Club guarantees that the facility will be available to any person or persons who wish to use it in accordance with the purpose of the facility and that the charge for using the said facility to those members of the public who are not members of the Revelstoke Snowmobile Club shall be either a daily or hourly charge agreed upon between the Revelstoke Snowmobile Club and the Department of Recreation and Conservation. This provision was previously unalterable.

WINDING UP OR DISSOLUTION OF RSC

In the event of the dissolution of the Revelstoke Snowmobile Club any assets remaining after payment of all debts and obligations shall be distributed to a recognized charitable organization with similar purposes or to a suitable level of local government. This provision was previously unalterable.

All subject to the approval by the Registrar of Companies for the Province of British Columbia.

President _____

Vice President _____

RSC Secretary _____

Treasurer _____