

REVELSTOKE SNOWMOBILE CLUB

BYLAWS

1. INTERPRETATION

- (a) The name of this Club shall be “Revelstoke Snowmobile Club”, hereinafter also known as the “**Club**”.
- (b) The Club shall operate in Revelstoke, British Columbia.
- (c) 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.
- (d) Words importing the singular include the plural and vice versa; words importing a male person include a female person and a corporation.

2. DEFINITIONS

- (a) Definitions in the Act also apply to these Bylaws:
- (b) “Act” or “Societies Act” means the *Societies Act* of British Columbia as amended from time to time;
- (c) “Board” or “Board of Directors” means the Directors of the Club
- (d) “Bylaws” means these Bylaws as altered from time to time;
- (e) “Directors” means the directors of the Club;
- (f) “Electronic Means” means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
 - (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (g) “Executive Director” means any person hired by the Board of Directors regardless of title;
- (h) “General Meeting” means a general meeting of the members of the Club; (i) “Ordinary Resolution” means:
 - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:

- (ii) in person at a duly constituted General Meeting, or
- (iii) by Electronic Means in accordance with these Bylaws, or
- (iv) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
- (v) a resolution that has been submitted to the Members and consented to in writing by at least 2/3 of the voting Members,

an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Club.

(j) "Registered address" of a member means the member's address as recorded in the register of members;

(k) "Special Resolution" means:

- (i) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least 2/3 of the of votes cast in respect of the resolution by those Members entitled to vote:

- (A) in person at a duly constituted General Meeting,

- (B) by Electronic Means in accordance with these Bylaws, or by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or

- (C) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,

and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting.

3. MEMBERSHIP

(a) 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 (the "**Members**" or the "**Membership**").

(b) A person shall become a Member by:

- (i) completing an application in such form and manner as may be established by the Directors (or the Club);

- (ii) paying all applicable Membership dues; and

- (iii) agreeing to abide by the constitution and Bylaws and any such policies as established that relate to the Membership.

Restrictions on Membership

- (c) All members seventeen (17) years and under have all membership rights except voting privileges.

Duties of Members

- (d) Every member must:
 - (i) Uphold the constitution of the Club and comply with these Bylaws; and (ii) Pay membership dues in accordance with the provisions of the Bylaws.

Rights of Members

- (e) Members shall be entitled to notice of meetings of members and one vote, subject to the provisions of the Bylaws.
- (f) A member may at any time waive notice of attendance for any meeting in writing.

Membership Fees

- (g) Annual Membership fees and associated payment scheduled shall be determined by the Board of Directors from time to time.

Expulsion

- (h) The Board of Directors may after an investigation, by Special Resolution, at a Directors' meeting, duly called for that purpose, expel or suspend any Member permanently whose conduct has been determined by the Club to be:
 - (i) improper;
 - (ii) unbecoming;
 - (iii) likely to endanger the interests or reputation of the Club; or
 - (iv) who wilfully commits a breach of the Bylaws of the Club.
- (i) 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 by the Board of Directors at a meeting called for that purpose.

Termination of Membership

- (j) The interest of a Member lapses and ceases to exist upon the occurrence of any of the following:

- (i) by delivering his/her resignation in writing to the Board Secretary or Club office;
- (ii) on his/her death;

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- (iii) on being expelled;
- (iv) upon failing to renew membership upon expiration;
- (v) not being in good standing with membership fees, or any other debt owed by him/her to the Club; or
- (vi) any other act or omission determined by Special Resolution of the Club to be cause for termination.

- (k) If a Member resigns or is expelled from the Club pursuant to these Bylaws membership fees will not be refunded in whole or in part and will not be carried forward.

4. MEMBERSHIP MEETINGS

Quorum

- (a) Quorum at a General Meeting will be five (5) percent of the membership or twenty (20) voting Members, whichever is less.
- (b) Member's attending using electronic means are considered present at the meeting and have the same rights as Members attending in person.
- (c) No business shall be transacted at any Members' Meeting unless the requisite quorum is present.
- (d) If, at any time during a 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.
- (e) If, within 30 minutes from the time set for holding a General Meeting, a quorum of voting Members is not in attendance:
 - (i) in the case of a meeting convened on the requisition of Members, the meeting is terminated, and
 - (ii) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and, if applicable, 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.

Voting

(f) Each Member in good standing over the age of eighteen (18) is entitled to one (1) vote.

(g) Every question submitted to a meeting shall be decided by an Ordinary Resolution unless a Special Resolution is required by these Bylaws or within the Act.

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(h) Voting by electronic means is permitted.

(i) Voting shall be by a show of hands or verbal vote if by electronic means, unless three (3) or more Members present, request a secret ballot.

(j) Voting by proxy is not permitted.

Chair of Meeting

(k) The following individual is entitled to preside as the chair of a General Meeting: (i)

the individual, if any, appointed by the Members to preside as the chair;

(ii) if the Members have not appointed an individual to preside as the chair or the individual appointed by the Members is unable to preside as the chair:

(A) the President;

(B) the vice-President, if the President is unable to preside as the chair; or

(C) one of the other Directors in attendance at the meeting, if both the President and vice-President are unable to preside as the chair;
and

(D) 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 in attendance must elect an individual present at the meeting to preside as the chair.

Adjournments

(l) Any Member's meeting must be adjourned if a quorum is not present.

(m) 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, if applicable, 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

(n) 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.

General Meeting

- (o) The Club shall hold an annual General Meeting (“**AGM**”) within twelve (12) months of its fiscal year end, so the AGM is held each year, on a day and location set by the Board of Directors and with fourteen (14) days written notice to the Members.

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- (p) The notice of the AGM 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.
- (q) Ordinary business at a General Meeting is as follows:
 - (i) elect an individual to chair the meeting, if necessary;
 - (ii) determine that there is a quorum;
 - (iii) approve the agenda;
 - (iv) approve the minutes from the last General Meeting;
 - (v) deal with unfinished business from the last General Meeting;
 - (vi) deal with new business, including any matters about which notice has been given to the Members in the notice of meeting;
 - (vii) terminate the meeting; and
 - (viii) if the meeting is an AGM the Members shall:
 - (A) receive the Directors’ report on the financial statements of the Club for the previous financial year, and the accountant’s report, if any, on those statements;
 - (B) receive any other reports of Directors’ activities and decisions since the previous AGM; and
 - (C) elect or appoint Directors.

General Meeting

- (r) A General Meeting shall be called if requested by any Director of the Club or upon a written request of five (5) percent of the Membership.
- (s) Notice of a General Meeting must be at least fourteen (14) day written notice to the Membership. 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.

5. BOARD OF DIRECTORS

Number of Directors

- (a) The Board of Directors shall consist of no less than five (5) and no more than twelve (12) Directors, and at least four (4) of the Directors must be ordinarily resident in British Columbia

Nominations

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- (b) Nominations for Directors must be received by the Club no later than seven (7) days before the AGM.
- (c) A person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if:
- (i) he or she is less than eighteen (18) years of age;
 - (ii) he or she has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
 - (iii) he or she is an undischarged bankrupt;
 - (iv) he or she has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, all in accordance with the Societies Act; or
 - (v) he or she is not a Member in good standing.
- (d) Nominations must be submitted and signed by one (1) Member in good standing of the Club.
- (e) Nominations submitted for the Executive Committee of President, Vice President, Secretary and Treasurer must have served as a Club Director for at least one (1) year, unless determined by the Board of Directors by a majority vote that special circumstances exist and an exception can be made.
- (f) Nominations from the floor will not be accepted.
- (g) If an insufficient number of candidates are nominated for election to the Board of Directors, the Directors shall forthwith be entitled to appoint delegates to fill the remaining vacancies.
- (h) A designation, election or appointment of an individual as a Director of the Club is invalid unless:
- (i) the individual consents in writing to be a Director of the Club; or
 - (ii) the designation, election or appointment is made at a meeting at which the individual is present and the individual does not refuse, at the meeting, to

be a Director.

6. DUTIES OF THE BOARD OF DIRECTORS

Directors

(a) Directors must

- (i) act honestly and in good faith and with a view to the best interests of the Club;
- (ii) work effectively with other Board members, committee members and employees to ensure productive outcomes at all meetings;

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(iii) safeguard the assets of the Club through established policy and continued oversight; and

(iv) be professional and ensure the board, staff and members are accountable.

Past-President

(b) In addition to the duties of every Director the position of Past-President includes the following additional duties:

- (i) as Past-President, they are expected to help and support the newly elected Board of Directors in their roles while remaining on the Club Board of Directors.
- (ii) assist the President in the performance of their duties and will, in the absence of the President and Vice-President, perform those duties;
- (iii) perform other duties as may be assigned by the Board or the President; and
- (iv) perform other duties as set out in established policy.

President

(c) In addition to the duties of every Director the position of President includes the following additional duties:

- (i) chair all meetings of the Club;
- (ii) create meeting agendas in cooperation with fellow Board members and Executive Director.
- (iii) oversee the other Directors and Executive Director in the execution of their duties at the direction of the Board;
- (iv) be ex-officio on all committees; and
- (v) complete any other duties as set out in established policy.

Vice President

(d) In addition to the duties of every Director the position of Vice President includes the following additional duties:

- (i) perform the duties of the President during their absence or upon request;
- (ii) consider succession planning for the position of President;
- (iii) work with any committees as required; and
- (iv) perform other such duties as set out in established policy.

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Secretary

(e) In addition to the duties of every Director the position of Secretary includes the following additional duties:

- (i) ensure minutes of all meetings are properly recorded and prepared; (ii) maintain control of all minutes;
- (iii) maintain accurate records of all Board and executive committee meetings and submit original copies to the office in a timely manner for permanent retention;
- (iv) submit official documents to the Executive Director and President for distribution to the Board of Directors or Membership as required;
- (v) in the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at that meeting; and
- (vi) perform other duties as set out in established policy.

Treasurer

(f) In addition to the duties of every Director the position of Treasurer includes the following additional duties:

- (i) be responsible for the Board's budgets including operational budgets, and financial records, including books and accounts, to comply with the Act as well as federal legislation;
- (ii) ensure financial statements are completed and distributed to the Board of Directors monthly;
- (iii) ensure financial statements are completed and distributed to the Members at the AGM; and
- (iv) perform other duties as set out in established policy.

Term

- (g) All Directors are elected to two (2) year terms with half of them being on opposite years. The President and Secretary are elected on opposite years from the Vice President and Treasurer.
- (h) The length of terms may be adjusted to one (1) year to maintain a balance of fifty percent (50%) of the Directors' term expiring each year. If adjusted this will be stated during the election process.
- (i) No Director may hold the same office for more than five (5) consecutive years. For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the AGM at which such Director was elected.

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Appointment

- (j) Any vacancy on the Board of Directors mid-term may be filled through appointment at a Directors Meeting by ordinary resolution.
- (k) A Director appointed by the Board to fill a vacancy must be elected into the position at the next AGM of the Club or they cease to be a Director.

Removal of a Director

- (l) A Director may be removed from office:
 - (i) upon their resignation in writing submitted to the President;
 - (ii) upon election of a successor Director at an AGM;
 - (iii) the Members may by Special Resolution remove a Director before the expiration of their term of office and may elect a replacement Director by ordinary resolution to complete the removed Director's term;
 - (iv) upon such Director being certified as mentally incompetent;
 - (v) upon ceasing to become a voting Member of the Club by November 1st of each season;
 - (vi) if any member of any Board of Directors shall resign his office, or without reasonable excuse absent himself from three or more Directors' meetings in any one year the remaining Directors shall declare his office vacated and may appoint a successor in his place to hold office until the next AGM; and
 - (vii) a Director of the Club who is not, or who ceases to be, qualified under either the Societies Act or these Bylaws to be a Director.

Powers

- (m) The management of the Club and administration of the affairs of the Club shall be vested in the Directors. In addition to the powers and authorities given by these Bylaws, or otherwise expressly conferred upon them, the Directors may exercise all such powers of the Club and do all such acts and things on its behalf as are not limited by the Societies Act, the constitution or By-laws of the Club.
- (n) The Board may create standing committees or ad hoc committees, or both, as may be necessary to carry out the objectives of the Club (the “**Committee**” or the “**Committees**”).
- (o) The Board may delegate any, but not all, of its power to Committees and any such Committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by the Board. Unless specifically designated as a standing committee, any ad hoc committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, an ad hoc committee shall automatically be dissolved.

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- (p) A Committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or time as the Board directs.
- (q) The members of a Committee may meet and adjourn as they think proper and meetings of Committees shall be governed by the rules set out in these bylaws governing proceedings of the Board.
- (r) No person shall commit the Club to any course of action without the consent of the Board of Directors. All proposed purchases or orders for goods or services shall be authorized by the Board of Directors by the budget process or by special authorization of the Board of Directors.

Directors Remuneration, Reimbursement and Signing Authority

- (s) The Board of Directors must not receive remuneration or other financial benefits for their services to the organization, regardless of the type of service performed. For greater certainty, the Executive Director is not a Director of the Club.
- (t) Directors may be reimbursed for all expenses reasonably incurred by him or her while engaged in the affairs of the Club as set out in established policy.
- (u) A contract or other record to be signed by the Club must be signed on behalf of the Club by any two Directors with the preference being the President or Vice-President signing as one of the required Directors.

7. DIRECTORS' MEETINGS

Calling Director's Meeting

- (a) A Directors' meeting may be called by the President or by any 2 other Directors.

Notice of Director's Meeting

- (b) 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

- (c) 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

- (d) The Directors may regulate their meetings and proceedings as they think fit.
- (e) The Board of Directors may by resolution by not less than two-thirds of the directors establish the procedure for the conduct of their meetings and the meetings of the Club. In general, however, the source of reference shall be Robert's Rules of Order.

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Quorum of Directors

- (f) The quorum for the transaction of business at a Directors' meeting is a majority of the Directors.
- (g) All Director meetings shall generally and normally be of an open nature. An "in camera" or closed meeting may be requested by any Director and shall require a two-thirds (2/3) majority vote to take effect.

8. EXECUTIVE DIRECTOR

- (a) The Directors may, on behalf of the Club, hire an Executive Director to perform such services and delegate duties, including signing authority to sign contracts and other records, as shall be determined by the Directors from time to time.
- (b) The Executive Director will, at the pleasure of the Board of Directors, attend and participate at all Directors meetings and executive committee meetings but shall not be authorized to vote thereat.

9. POWERS

Borrowing Powers

- (a) The Club shall not borrow money except by resolution of the Membership at the AGM or at a General Meeting called for that purpose. No debenture may be issued without sanction of a Special Resolution.

(b) Investment Powers

- (c) The Club may invest its funds in any investment in which a prudent investor might invest.

10. ACCOUNTING AND BOOKS OF ACCOUNT

- (a) 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 to the Members.

- (b) The accounts and books of the Club shall be reviewed by an accountant on a “review engagement” basis, at least once in every fiscal year as to their correctness (“**Annual Financial Review**”) by a third party certified accountant.

- (c) The Members shall appoint the individual who will conduct the Annual Financial Review at the AGM.

- (d) The individual appointed to conduct the Annual Financial Review must be independent of the Club. An individual is not independent of the Club if:

(i) the person is a Director, Executive Director, or other employee of the Club or a person who holds an equivalent position in a subsidiary of the Club;

(ii) the person is a partner, employer, employee or member of the immediate family of a Director, Executive Director, or other employee of the Club;

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(iii) the person, a member of the immediate family of the person, a partner of the person or a member of the immediate family of a partner of the person beneficially owns or controls, directly or indirectly, an interest in a share or bond, debenture, note or other evidence of debt obligation of the Club or of a subsidiary of the Club;

(iv) the person is appointed as a trustee of the estate of the Club under the *Bankruptcy and Insolvency Act* (Canada) or is a partner, employer, employee or member of the immediate family of that trustee, or

(v) the person is a member of the Club and has the power, either directly or indirectly, to elect or appoint the majority of the directors of the Club.

- (e) The accounts, books and records of the Club shall be open to the inspection of the Members of the Club at any reasonable time at their normal place of keeping.

- (f) The Club’s financial statements are not required to be audited. However, the Club will conduct an audit of its annual financial statements if:

(i) the Directors determine to conduct an audit by Board resolution; or (ii) the Members require the appointment of an audit by Ordinary Resolution,

in which case the Club will appoint an auditor qualified in accordance with Part 9 of the Act and these Bylaws.

- (g) If the Club determines to conduct an audit, an auditor will be appointed at the AGM, to hold office until such auditor is reappointed as a subsequent AGM or a successor is appointed in accordance with the procedures set out in the Act or until the Club no longer wishes to appoint an auditor.

11. CUSTODY AND USE OF SEAL

- (a) A legal representative of the Club shall have custody of the Seal of the Club, if any, which shall be affixed to any instrument only in the manner provided by a resolution of the Directors and by such persons as may be specified therein.

12. LIABILITY OF DIRECTOR

- (a) Subject to the provisions of the Societies Act, no director for the time being of the Club shall be liable for the acts, neglects or defaults of any other director of the Club or for joining in any receipt or act for conformity or for any loss, damage or expenses happening to the Club through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Club, or for the insufficiency or deficiency of any security in or upon which any arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any funds or property of the Club shall be lodged or deposited, or for any other loss, damage, or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the willful act, default or neglect of such director.

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- (b) Subject to the provisions of the Societies Act, every Director and officer of the Club shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Club and his heirs, executors, administrators and estate respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Club from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any other Director or Directors in or about the execution of the duties of his or their office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own wilful act or default.

13. ALTERATIONS OF BY-LAWS

- (a) The Bylaws or the constitution of the Club may be altered or amended at a AGM or a General Meeting called for that purpose approved by Special Resolution.

14. WINDING UP OR DISSOLUTION

- (a) A General Meeting of the Members must be called to consider a Special Resolution to dissolve the Club.
- (b) Upon winding up or dissolution of the Club and after payment of all debts and liabilities the remaining property of the Club shall be distributed or disposed of within one year to another non-profit conservation/recreation oriented Club to be determined by the Board of Directors.

15. CONFLICT OF INTEREST

- (a) Directors, officers and employees shall acknowledge any conflict of interest as set out in established policy and upon doing so may neither speak nor vote on any motion or amendment concerning the matter on which they have made the declaration.
- (b) The Board of Directors shall receive any complaints of violation of conflict of interest against directors, employees or members of the board of directors. Any person found in violation of conflict of interest may be subject to expulsion from their position.

16. NOTICE TO MEMBERS

- (a) A notice may be given to a Member, either personally, by mail, facsimile or e-mail to the latest address of the Member as shown on the books and records of the Club.
- (b) A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted and in providing that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

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(c) A notice sent by facsimile or e-mail is deemed to have been given on the day which the notice was sent and in proving that such notice has been given it is sufficient to prove the notice was properly addressed and sent in accordance with the records of the Club.

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

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