


CAROL PREST

BYLAWS OF
Fernie Snowmobile 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;

“**Mail**” includes regular mail, email, fax or other electronic means of communication.

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 prevail.

PART 2 - MEMBERS

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board’s acceptance of the application.

Duties of members

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

Refusal of Membership

2.3 The Society reserves the right to refuse membership, or the renewal of any membership, of any person who has demonstrated behaviour which is contrary to the purposes set out in the Constitution of the Society or these Bylaws, by vote of the Board.

Amount of membership dues

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

Member not in good standing

2.5 A member is not in good standing if 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.

Member not in good standing may not vote

2.6 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 if member not in good standing

2.7 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

Member Benefits

2.8 Events are for the benefit of our society and its members; therefore, all participants must be members in good standing or submit the designated participant fee (eg day use fee)

Non-Transferable

2.9 Membership is non-transferable.

PART 3 – GENERAL MEETINGS OF MEMBERS

ANNUAL GENERAL MEETINGS

Time and Place of Annual General Meeting

3.1 The annual general meeting shall be held once in every calendar year and not more than fifteen months after the date of adjournment of the last preceding Annual General Meeting.

Annual General Meeting Quorum

3.2 At any Annual General Meeting, the quorum shall be five percent of the membership or 12 voting members, whichever is less.

Notice of Annual General Meeting

3.3 Not less than fourteen days written notice of a general meeting of the Society shall be given to each member entitled to receive such notice.

3.4 Notice of an annual general meeting shall be mailed (or email)or delivered to each person who is a member at his registered address or email address.

3.5 Notice of an annual general meeting of the Society shall state the business to be transacted, other than ordinary business, and no business other than that stated in this notice shall be transacted.

Elections and Voting at Annual General Meeting

3.6 Nominations must be received by the Fernie Snowmobile Association 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 five (5) positions. Nominations must be submitted and signed by a Director in good standing of the Fernie Snowmobile Association. All nominees must be willing to sign the Directors Agreement.

3.7 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. If vote is by Secret ballot, the votes will be recorded.

GENERAL MEETINGS

Time and place of general meeting

3.8 A general meeting must be held at the time and place the Board determines.

Ordinary business at general meeting

3.9 At a general meeting, the following business is ordinary business:

- (a) adoption of any rules of order inconsistent with the provisions of Article 8.1, which shall otherwise apply;
- (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

3.10 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.

3.11 Executive Officers shall retain the ability to veto a motion forwarded and seconded by members at a general meeting. Members may then retain the opportunity to present the motion at the following meeting, whereby the motion will be subject to special resolution vote by members.

Chair of general meeting

3.12 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

3.13 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

3.14 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

3.15 The quorum for the transaction of business at a GENERAL MEETING is 3 voting members or 5 percent of the voting members, whichever is less.

Lack of quorum at commencement of meeting

3.16 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

3.17 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

3.18 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.

Order of business at general meeting

3.19 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.

3.20 At a general meeting, voting must be by a show of hands, by mail, or another means of communication, including by conference call, secret ballot, 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.

Announcement of result

3.21 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 not permitted

3.22 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.23 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.

SPECIAL RESOLUTION MEETINGS

3.24 A special meeting shall be called by the President, Vice President, Treasurer 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.

3.25 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.

3.26 The Quorum at a special resolution meeting shall be five percent of the membership or 12 voting members, whichever is less.

PART 4 - DIRECTORS' MEETINGS

Calling directors' meeting

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

Notice of directors' meeting

4.2 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

4.3 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

4.4 Subject to Article 8.1 of these Bylaws, the directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

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

PART 5 – DIRECTORS

Number of directors on Board

5.0 The Board of Directors must have no fewer than 3 and no more than 11 directors. At least one of the directors must be resident in B.C.. The Board Executive shall consist of the President, Vice-President, Secretary, and Treasurer.

Election or appointment of directors

5.1 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board who shall hold office until the end of their elected term.

Length of Term

5.2 All executive positions are two (2) year terms with the President and Secretary being elected one year and the Vice President and Treasurer being elected the opposite term.

5.3 All general directors are elected one (1) year term

Resignation of Director

5.4 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.

Director Vacancy

5.5 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.

Removal of a Director

5.6 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 “Director’s Agreement” or otherwise.

Qualifications and Expectations of Directors

5.7 The expectations and qualifications of a Director are as follows:

- a) Directors must be members of the Club in good standing in order to hold their position as a Director.
- c) Directors are expected to sign a written consent to act as Director, confirming they are eligible to be a Director of a Society and abide by the Director’s Agreement for the length of their term.
- d) Directors are expected to be involved through active communication / participation in person, by phone and/or email and participate in no less than 70% of general meetings.
- e) Directors are expected to represent / vote in the best interest of the Society.

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.

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;

(d) making the Society's filings respecting taxes.

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,

(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

Borrowing Powers

7.3 The Society 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

7.4 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

7.5 The Directors shall see that all necessary books and records of the Society 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

7.6 A legal representative of the Society 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.

Alterations of Bylaws

7.7 The Bylaws of the FSA 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.

PART 8 – GENERAL

Rules of Order

8.1 Except where otherwise provided by the Society, the Board or these Bylaws, all matters of procedure at any meeting of the Society, or the Board, shall be decided in accordance with Robert's Rules of Order, newly revised.

Non-Profit

8.2 The Society shall be carried on without purpose of gain for its members or directors, and any profits or other accretions to the Society shall be used in promoting its objects.

Dissolution of Society

8.3 Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges and expenses which are properly incurred in the winding up, shall be distributed to such charitable organization or organizations registered under the provisions of the Income Tax Act (Canada) as may be determined by the members of the society at the time of winding up or dissolution. This provision was previously unalterable.