


CAROL PREST

BC SNOWBOARD ASSOCIATION

BYLAWS

PART 1 – DEFINITIONS AND INTERPRETATION

1.1 In these bylaws, unless the context otherwise requires:

“Board” means the Directors acting as authorized by the Societies Act, the Constitution and these Bylaws in managing and supervising the management of the affairs of the Society and exercising the powers of the Society;

“Bylaws” mean the Bylaws of the Society;

“Constitution” means the Constitution of the Society as filed with the Registrar, and as may be altered from time to time in accordance with the Societies Act;

“Directors” means the Directors of the Society for the time being;

“Member” means a Member who has paid membership dues as prescribed by the Society and is not subject to a disciplinary investigation or action of the Society;

“Registered Address” of a Member means the address of that Member recorded in the register of Members;

“Societies Act” means the Societies Act of British Columbia from time to time in force and all amendments to it;

“Society” means BC Snowboard Association or such other name by which the Society becomes known if it changes its name in accordance with the Societies Act and these Bylaws;

1.2 Except as otherwise provided, the definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws.

1.3 If there is a conflict between these Bylaws and the Societies Act or the regulations under the Societies Act, the Societies Act or the regulations, as the case may be, prevail.

1.4 Words importing the singular include the plural and vice versa, and words importing a male person include a female person.

PART 2 - MEMBERS

- 2.1** The Members of the Society are those persons who are Members on the date these Bylaws come into force and those persons who subsequently have become Members in accordance with these Bylaws and, in either case, have not ceased to be Members.
- 2.2** Every Member must uphold the constitution and comply with these Bylaws.
- 2.3** (1) There shall be no age limit for Members, but only persons 19 years of age and older shall be allowed to vote.
- (2) Types of Membership include:
- (a) Athlete: Advanced, Basic, Recreational and Special Event
 - (b) Coach
 - (c) Official
 - (d) Judge
 - (e) Associate/Volunteer
- 2.4** The amount of the annual membership dues, if any, will be determined by the Board. Once the amount of any membership dues have been determined, that amount will be deemed to be the annual membership dues for each type of membership until changed by the Board in accordance with these Bylaws. The Board may, in its discretion, discount, pro-rate or waive the payment of dues required of any given Member from time to time.
- 2.5** The membership term of each Member shall expire at the end of the membership year.
- 2.6** Membership is renewed by completing the appropriate registration form and paying the applicable registration fee.
- 2.7** (1) Voting Members must be in good standing and 19 years of age at the time of voting.
- (2) Voting Members include:
- (a) Athlete: Advanced
 - (b) Coach
 - (c) Official
 - (d) Judge
- 2.8** Members not in good stand may note vote at a general meeting.
- 2.9** Membership in the Society is not transferrable.

2.10 Membership in the Society terminates immediately when:

- (a) the Member ceases to be qualified as a Member pursuant to these Bylaws, including having withdrawn their Registration;
- (b) the Member resigns in writing, the effective date of which will be the later of:
 - (i) the receipt by the Society of the written resignation, and
 - (ii) the effective date, if any, specified in the written resignation;
- (b) the Member dies;
- (c) the Member's membership expires, if not renewed in accordance with these Bylaws;
- (d) the Member is expelled in accordance with the Bylaws or otherwise as permitted under the Societies Act; or
- (e) unless otherwise waived by the Board in its discretion, the Member has been not in good standing for 6 consecutive months.

2.11 A Member is not in good standing if:

- (a) the Member fails to pay any of the Member's registration fees, annual due or any other debt due and owing by him or her to the Society; the Member is not in good standing so long as those fees, dues or other debt remains unpaid; or
- (b) the Member has been subjected to discipline by the Board in accordance with Board policy; the Member is not in good standing for the duration of such discipline.

2.12 A Member may be expelled by a Special Resolution, and

- (1) The Society must send to the Member written notice of the proposed expulsion and such notice must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- (2) The Member who is the subject of the proposed expulsion must be given an opportunity to make representations to the Society respecting the proposed expulsion.

PART 3 – MEETINGS OF MEMBERS

- 3.1** General meetings of the Society must be held at the time and place, in accordance with the Societies Act, that the Directors decide.
- 3.2** The Society will hold an annual general meeting at least once in every calendar year.
- 3.3** Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.4** The Directors may, when they think fit, convene an extraordinary general meeting.
- 3.5** The Board may determine, in its discretion, to hold an general meeting in whole or in part by electronic means, so as to allow some or all of the Members to participate in the meeting remotely.
- 3.6** Where a general meeting is to be conducted using electronic means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.
- 3.7** Persons participating by permitted electronic means are deemed to be present at the general meeting.
- 3.8** Notice of a general meeting must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.
- 3.9** The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

- 4.1** The agenda for the annual general meeting will at a minimum include:
- (a) Call to order;
 - (b) Establishment of quorum;
 - (c) Approval of the agenda;
 - (d) Approval of minutes of the previous Annual General Meeting;
 - (e) Receive and consider financial statements of the Society, together with the report of Auditors thereon;
 - (f) Appointment of Auditors;
 - (g) Additional business as specified in the meeting notice;
 - (h) Election of any vacant Director positions; and
 - (i) Adjournment.
- 4.2** Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- 4.3** If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.4** A quorum is 3 Members present or a greater number that the Members may determine at a general meeting.
- 4.5** If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present constitute a quorum.
- 4.6** Subject to Bylaw 4.7, the president of the Society, the vice president or, in the absence of both, one of the other Directors present, must preside as chair of a general meeting.
- 4.7** If at a general meeting:
- (a) there is no president, vice president or other Director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the president and all the other Directors present are unwilling to act as the chair; the Members present must choose one of their number to be the chair.

- 4.8** (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 4.9** (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a Member and the proposed resolution does not pass.
- 4.10** Each Member in good standing present at a meeting of Members is entitled to one vote.
- 4.11** Voting is by show of hands, or oral vote, or by secret ballot at the discretion of the Chair.
- 4.12** Voting by proxy is not permitted.

PART 5 – DIRECTORS AND OFFICERS

- 5.1** (1) The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the Society, including without limitation, the Societies Act, and
 - (b) these Bylaws.
- (2) A rule, made by the Society in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.
- 5.2** (1) The president, vice president, secretary, treasurer and one or more other persons are the Directors of the Society.
- (2) The number of Directors must be 5 or a greater number determined from time to time at a general meeting.
- 5.3** (1) The Directors must retire from office at each annual general meeting, when their successors are appointed.
- (2) Directors may be elected or appointed for an unlimited number of consecutive terms.
- 5.4** In order to be eligible to be elected or appointed and to serve as a Director, an individual must comply with the requirements of the Societies Act.
- 5.5** No election, appointment or designation of an individual as a Director is valid unless:
- (1) that individual consents to be a Director in the manner provided for in the Societies Act; or
 - (2) 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.
- 5.6** (1) The directors may at any time and from time to time appoint a Member as a Director to fill a vacancy in the directors.
- (2) A Director so appointed holds office only until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at the meeting.

- 5.7** (1) If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors must appoint a Member to take the place of the former Director.
- (2) An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.
- 5.8** The Members may, by special resolution, remove a Director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 5.9** A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

PART 6 – PROCEEDINGS OF DIRECTORS

- 6.1** (1) The Directors may meet at any location, on any notice and in any manner convenient to the Directors.
- (2) The Directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the Directors then in office.
- (3) The president is the chair of all meetings of the Directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the Directors present may choose one of their number to be the chair at that meeting.
- (4) A Director may at any time, and the secretary, on the request of a Director, must, convene a meeting of the Directors.
- 6.2** (1) The Directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (2) 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.
- 6.3** A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are Members of the committee must choose one of their number to be the chair of the meeting.
- 6.4** The Members of a committee may meet and adjourn as they think proper.
- 6.5** For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of Members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.
- 6.6** A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter or electronic

means, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

- (a) a notice of meeting of Directors is not required to be sent to that Director, and
- (b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director, if a quorum of the Directors is present, are valid and effective.

6.7 (1) Questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes.

(2) In the case of a tie vote, the chair does not have a second or casting vote.

6.8 A resolution proposed at a meeting of Directors or committee of Directors need not be seconded, and the chair of a meeting may move or propose a resolution.

6.9 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

PART 7 – DUTIES OF OFFICERS

- 7.1** A Director of the Society must, when exercising the powers and performing the functions of a Director of the Society:
- (a) act honestly and in good faith with a view to the best interests of the Society;
 - (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
 - (c) act in accordance with the Societies Act and the regulations; and
 - (d) subject to (a) to (c), act in accordance with the Bylaws of the Society.
- 7.2** Without limiting Bylaw 7.1, a Director of the Society, when exercising the powers and performing the functions of a Director of the Society, must act with a view of the purposes of the Society.
- 7.3** This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of Directors of a society.
- 7.4** Nothing in a contract or the Bylaws of the Society relieves a Director from:
- (a) the duty to act in accordance with the Societies Act and the regulations, or
 - (b) liability that, by any enactment or rule of law or equity, would otherwise attach to the Director in respect of negligence default, breach of duty or breach of trust of which the Director may be guilty in relation to the Society.
- 7.5** (1) The president presides at all meetings of the Society and of the Directors.
- (2) The president of the Society and must supervise the other officers in the execution of their duties.
- 7.6** The vice president must carry out the duties of the president during the president's absence.
- 7.7** The secretary will record the minutes and keep them in a book, to maintain current, accurate copies of all organizational documents, and to make the minutes and organizational documents available to Members at reasonable times and places.

- 7.8** The treasurer will review the financial records of the Society and ensure statements of financial positions are presented to the Board, and as required by the Societies Act, to the Annual General Meeting.
- 7.9** (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- (2) If a secretary treasurer holds office, the total number of Directors must not be less than 5 or the greater number that may have been determined under Bylaw 5.2(2).
- 7.10** In the absence of the secretary from a meeting, the Directors must appoint another person to act as secretary at the meeting.

PART 8 – BORROWING AND INVESTMENTS

- 8.1** In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide.
- 8.2** The Members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.
- 8.3** In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, invest funds in any prudent investment.

PART 9 - AUDITOR

- 9.1** The Society must appoint an auditor at each annual general meeting, by ordinary resolution, to hold office until the close of the next annual general meeting.
- 9.2** If a subsequent auditor is not appointed as required under Bylaw 9.1, the auditor in office continues as auditor until a successor is appointed.
- 9.3** A person who is not independent of the Society must not act as the auditor of the Society.
- 9.4** An auditor may be removed before the expiration of the auditor's term office by ordinary resolution at a general meeting called for the purpose.
- 9.5** If there is a vacancy in the office of auditor created by resignation, death or otherwise, the Board may appoint an auditor to hold office until the close of the next annual general meeting.
- 9.6** An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 9.7** The auditor may attend general meetings.

PART 10 – NOTICES TO MEMBERS

- 10.1** A notice may be given to a Member, either personally or by mail or by electronic mail, to the Member at the Member's registered address.
- 10.2** (1) Notice of a general meeting must be given to
- (a) every Member shown on the register of Members on the day notice is given, and
 - (b) the auditor, if Part 9 applies.
- (2) No other person is entitled to receive a notice of a general meeting.
- 10.3** Written notice of a general meeting must be sent to every Member of the Society at least 14 days before the meeting and not more than 60 days before the meeting.
- 10.4** Notice of a general meeting must:
- (a) specify the date, time and location of the general meeting, and
 - (b) include the text of any special resolution to be submitted to the Member at the meeting.
- 10.5** If the Board has determined to permit participation in a general meeting by electronic means, notice of the meeting must inform Members and any other participants, if any, that they may participate by electronic means and provide instruction on how this may be done.
- 10.6** If the Society has more than 250 Members, notice of a general meeting must be sent:
- (a) by email to every Member who has provided an email address to the Society, by email to that email address at least 14 days and not more than 60 days before the meeting, and
 - (b) by publishing notice of the date, time and location of the meeting on the Society's website for at least 21 days immediately before the meeting.
- 10.7** The accidental omission to send notice of a general meeting to a Member, or the non-receipt of notice by a Member, does not invalidate any proceedings at the meeting.

PART 11 – BYLAWS

- 11.1** On being admitted to membership, each Member is entitled to and, upon request, the Society will send him or her, without charge, a copy of the Constitution and Bylaws of the Society.
- 11.2** These Bylaws must not be altered or added to except by special resolution.
- 11.3** Any alteration to the Bylaws will be effective as of the date on which the alteration application is filed with the Registrar in accordance with the Societies Act.