

Constitution

The Name of the society is The Maple Ridge Archery Club. Herein after referred to as the Society.

The Purpose of the Society is to promote all phases of archery and without limiting the generality of the foregoing:

- a) to encourage membership, and
- b) to organize tournaments and encourage participation at all levels.

Bylaws of The Maple Ridge Archery Club (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.

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, as the case may be, 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.

Amount of membership dues

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

Membership Categories

2.4 The following classes of members shall be permitted

2.4.1 Individual membership: any person whose membership has been accepted by the Board. Individuals aged sixteen (16) or older at the time of any meeting will have a right to vote.

2.4.2 Family membership: three or more persons living in the same household having any combination of parent, child, sibling relation. Voting

privileges extend only to those persons aged sixteen (16) or older at the time of any meeting.

2.4.3 Life membership: any person nominated by the Board and approved by the membership, for outstanding and meritorious service to the sport of archery in British Columbia and to the Society, as determined on a case by case basis, may be granted a Life membership, which shall carry all the privileges of an Individual membership and shall be exempt from paying membership dues.

2.4.4 Honourary membership: may be awarded to an individual or individuals for a period of one year as decided by the Board for outstanding service to the Society, shall be exempt from paying membership dues for one year, and shall carry all the privileges of an Individual membership.

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

2.7 Membership shall terminate on December 31st of each year, however the rights and privileges of membership shall continue until January 31st. If the membership is not renewed and dues paid by that date all rights and privileges of membership shall cease.

2.8 Any member determined by the Board to have contravened ethical, moral and/or legal standards regarding the interests of the Society will have their membership suspended for the remainder of the membership year. No member shall be suspended without being notified of the reasons within 30 days of the decision. The member does have the right of appeal to the Board at a meeting called for that purpose, and the Board may reinstate the member. If the Board upholds the suspension, the member can apply for reinstatement for the following year to the Board. A suspended member shall not be reimbursed their membership dues.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

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

3.1.1 If the meeting is an annual general meeting, written notice must be given to the members of the Society not less than 14 days before the meeting. Email notification will be an acceptable form of giving notice.

Ordinary business at general meeting

3.2 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.

Notice of special business

3.3 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.

Chair of general meeting

3.4 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

3.5 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

3.6 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

3.7 The quorum for the transaction of business at a general meeting is 3 voting members.

Lack of quorum at commencement of meeting

3.8 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

3.9 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

3.10 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.

Notice of continuation of adjourned general meeting

3.11 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.

Order of business at general meeting

3.12 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.

3.13 General meetings shall be conducted under Roberts Rules of Order.

Methods of voting

3.14 At a general meeting, except in the case of elections for directors, voting must be by a show of hands, 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. In the case of elections for directors, voting must be by a secret ballot.

Announcement of result

3.15 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

3.16 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.17 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

Number of directors on Board

4.1 The Society must have no fewer than 3 and no more than 15 directors.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the removal, resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.4 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.

Removal of directors

4.5 The President may choose to remove a director for failure to attend 3 consecutive Board meetings.

4.6 The Board may expel any Director upon a finding that such director is not attending to the duties of the position; such decision must be made by resolution passed by at least 2/3 vote of the Board.

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

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

Notice of directors' meeting

5.2 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

5.3 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

5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is 3 directors.

5.6 There will be an Executive Committee, charged with the daily management of the Society, and consisting of:

- a) the President,
- b) the Vice-President,
- c) one other director as determined by the Board from time to time

5.7 In appointing the Executive Committee, the Board may specify duties, terms and conditions for the committee, and the Executive Committee must conform to such rules.

5.8 The Executive Committee must report every act or thing done in exercise of its duties to the earliest meeting of the directors held after the act or thing has been done.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions:

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer;
- (e) Membership Director;
- (f) Junior Olympian Program Director;
- (g) Director-at-Large.

6.2 Directors who are elected or appointed to positions on the Board have voting rights and will serve a one year term except as follows:

6.2.1 the President, Vice-President, Secretary and Treasurer will serve a two year term. Elections for these positions will alternate as follows:

- (a) the President and Secretary will be elected in even numbered years, and
- (b) the Vice-President and Treasurer will be elected in odd numbered years.

6.2.2 Directors may hold more than one position on the Board, however such person shall only have one vote, except:

- (a) the President may not be Vice-President also

6.2.3 No person shall hold the office of President for more than 2 consecutive terms

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.

Role of other directors

- 6.8** The Membership Director shall maintain a record of all members, receive applications and dues, issue membership cards, and solicit new members. The Membership Director will ensure that members comply with any application requirements and forward any provincial membership applications to the BC Archery Association.
- 6.9** The Junior Olympian Program Director shall organize, promote and direct an effective JOP program, following the guidelines set out by the BC Archery Association and/or Archery Canada where applicable.
- 6.10** The Director-at-Large shall undertake responsibilities as assigned by the Board to meet the needs of the Society.

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.

PART 8 – DISSOLUTION AND WIND-UP

Requirement upon dissolution

8.1 Upon winding up or dissolution of the Society, the assets which remain after payment of all cost, charges, and expenses which are properly incurred in the winding up shall be distributed to such charitable organization having similar charitable purpose. This provision was previously unalterable.