

# British Columbia Disc Sports Society By-laws (2014 Edition)

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# Topics

- definitions
- becoming a member
- setting membership dues
- ceasing to be a member
- removing members from the Society
- information about meetings that all BCDSS members can vote at (e.g. the Annual General Meeting (AGM))
- notice to members of general meetings (how to & what to say), & also refer to Part 4
- quorum at a general meeting voting
- how notice for meetings may be given to members
- how one member can vote for an absent member at a general meeting (similar format for Directors at Director's meetings)
- information about giving By-laws to members how to change the By-laws
- job descriptions
- conduct of Directors
- financial & legal obligations & powers of Directors
- term lengths
- appointing Directors
- removal of Directors by Members
- removal of Directors by other Directors
- about payment of Directors
- information about meetings that only Directors can vote at
- calling Board meetings
- quorum at Board meetings
- committees
- voting
- signed resolution by all respective Directors
- minimum number of meetings per year

## Part 1 - Interpretation

1. In these By-laws, unless the context otherwise requires:
  - (a) "Directors" means the Directors of the Society Board for the time being;
  - (b) "Board Directors" means the Directors who belong to the BCDSS Board for the time being;
  - (c) "Officers" means the Directors who have specific administrative positions. Refer to By-law 49;
  - (d) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and amendments to it;
  - (e) "registered address" of a members means his/her address as recorded in the register of members;
  - (f) "term" means the time between the annual general meeting and the immediate next annual general meeting;
  - (g) "officer term" means the time between the first Directors' meeting following the annual general meeting and the first Directors' meeting following the next annual general meeting or if officers are elected at the annual meeting "office term" has the same meaning as "term".
  - (h) The definitions in the Society Act apply to these By-laws.
2. Words importing the singular include the plural and vice versa; words importing a person include a corporation unless otherwise indicated.

## Part 2 - Membership

3. Membership in the BCDS
  - (a) A person may apply to the Directors for membership in the Society and on acceptance by the Directors shall be a member.

- (b) An associate organization may apply to the Board Directors for membership in the Society and on acceptance by the Board Directors shall be a member.
- 4. Every member shall uphold the constitution and comply with these By-laws.
- 5. The amount of the annual membership dues shall be determined at the annual general meeting of the Society.
- 6. All members are in good standing except a member who has failed to pay his/her current annual membership fee, if any, or subscription or debt due and owing by him/her to the Society.
- 7. A person shall cease to be a member of the Society:
  - (a) By delivering his/her resignation in writing to the Board Secretary of the Society or by mailing or delivering it to the address of the Society; or
  - (b) On his/her death, or in the case of an organization, on dissolution; or
  - (c) On having been a member not in good standing for a period of time prescribed by the Board Directors; or
  - (d) On being expelled.
- 8. Expulsion from the membership
  - (a) A member may be expelled by an ordinary resolution provided that the BCDSS Policies on Discipline are followed; or
  - (b) A member may be expelled by a special resolution of the members passed at a general meeting.
    - (1) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
    - (2) The person who is the subject of a proposed resolution for expulsion shall be given an opportunity to be heard at the meeting before which the resolution is put to a vote.

### **Part 3 - Meetings of Members**

- 9. General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the Board Directors decide.
- 10. The Board Directors shall give no less than 14 days written or electronic notice of a general meeting of the Society to members entitled to receive notice of a general meeting. Refer to Part 4 for more details.
- 11. An annual general meeting shall be held at least once every calendar year and not more than 15 months after holding the last preceding annual general meeting.
- 12. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 13. Extraordinary General Meetings
  - (a) The Board Directors may, whenever they see fit, convene an extraordinary general meeting.
  - (b) No general meeting other than the annual general meeting is mandatory.
- 14. Notice and conduct of meetings
  - (a) Notice of a general meeting shall specify the place, the day and hour of the meeting, and in case of special business, the general nature of the business.
  - (b) Special business is:
    - (1) All business of an extraordinary general meeting except the adoption of the rules or order; and
    - (2) All business that is transacted at an annual general meeting except;
      - a. the adoption of rules of order;
      - b. the consideration of the financial statements;
      - c. the report of the Directors;
      - d. the report of the auditor, if any;
      - e. the election of Directors;
      - f. the appointment of the auditor, if required;
      - g. such other business as, under these By-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.
    - (3) Amendments to the BCDSS Policies on Discipline.
      - a. 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.

15. Quorum
  - (a) No business, other than the election of a Board Chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
  - (b) If at any time during a general meeting there ceases to be a quorum, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  - (c) A quorum is 20 members present or such greater number as the members may decide at a general meeting.
16. 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, shall be terminated; but in any other case, it shall 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.
17. Subject to By-law 18, the President of the Society, the President Elect or in absence of both, one of the other Directors present, shall preside as Chairperson of a general meeting.
18. If at a general meeting:
  - (a) there is no President, President Elect or other Directors 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 Chairperson, the members shall choose one of their number to be Chairperson.
19. Adjournment
  - (a) A general meeting may be adjourned from time to time and place to place, but no business shall be transacted at an adjourned meeting other than business left unfinished at the meeting from which that adjournment took place.
  - (b) When a general meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
20. Resolutions
  - (a) A resolution proposed at a meeting must be seconded and the Chairperson of a meeting may move or propose a resolution.
  - (b) In case of an equality of votes the Chairperson shall not have a casting or second vote in addition to the vote to which s/he may be entitled as a member and the proposed resolution shall not pass.
21. Voting
  - (a) A member in good standing present at a meeting of members is entitled to one vote.
  - (b) Voting on a resolution is by show of hands, unless the members otherwise decide.
  - (c) Voting in elections should be done by secret ballot, notwithstanding rule 36.(c).
  - (d) Voting by proxy is permitted as provided in Part 5.
22. A corporate or associate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.
23. No rule made by the Society in general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

## Part 4 - Notices to Members

24. Notification of members
  - (a) A notice may be given to a member by hand delivery or sent through electronic mediums or through the postal service to the member's registered address.
  - (b) A hand delivered notice must be directly handed to the member or dropped off at his/her registered address.
25. 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.
26. A notice sent by electronic mediums or hand delivered shall be deemed to have been given on the same day on which the message is electronically posted on the Society web page or sent or hand delivered.

27. General meetings notice

(a) Notice of a general meeting shall be given to:

- (1) Every member shown on the register of members who is a member in good standing on the day notice is given, and
- (2) The auditor, if Part 11 applies.
- (3) No other person is entitled to receive a notice of a general meeting.

## Part 5 - Proxy Voting

28. Unless the Directors otherwise determine, the instrument appointing a proxyholder and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof shall be deposited with the Chairperson of the meeting before the meeting starts or at the commencement of the meeting.

29. A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or incapacity of the member or revocation of the proxy or of the authority under which the proxy was executed, provided no intimation in writing of the death, incapability, or revocation has been received at the registered office of the Society of by the Chairperson of the meeting before the vote was given.

30. Unless, in the circumstances, the Society Act requires any other form of proxy, an instrument appointing a proxy holder whether for a specified meeting or otherwise, shall be in the form following, or in any other form that the Directors shall approve:

I, \_\_\_\_\_, a member in good standing of the BCDSS, do hereby appoint \_\_\_\_\_, of \_\_\_\_\_ (or, failing him/her, \_\_\_\_\_, of \_\_\_\_\_), a BCDSS member in good standing, as my proxy to vote for my person and on my behalf at the general meeting of the Society to be held on the \_\_\_\_\_ day of \_\_\_\_\_ in the year of \_\_\_\_\_.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ in the year of \_\_\_\_\_.

(sign name and print name beside)

31. A proxy is valid for one meeting or any adjournment thereof.

32. The proxyholder is only authorized to represent or act in faith of one person at a time, at anyone meeting or adjournment thereof.

## Part 6 - By-laws

33. After being admitted a member is entitled a copy of the constitution and By-laws, either free of charge or, if so resolved by the Directors, on the payment of a sum not exceeding \$1.00.

34. These By-laws shall not be altered or added to except by special resolution.

## Part 7 - Directors and Officers

35. The Board Directors and Officers shall be elected at the Society's Annual General Meeting (see By-law 11) and shall include the following positions:

(a) The officers of the Society shall be as follows: a President, a President-elect, a Past President, a Board Executive, and a Treasurer.

(1) Officers shall hold office until their successors are elected and qualify. The Board may appoint other officers to fill vacancies or as Members at Large as defined in By-law 37. At no time shall the positions of President or President-elect stand vacant.

(b) The President shall be a Member of the Society who has just completed a term as President-elect. During the term of office, the President shall serve as presiding officer of the Society. The President shall perform such other duties as are prescribed in the Bylaws, as are incident to the office, or as may properly be required of the President by vote of the membership.

(c) The President-elect shall be a Member of the Society, elected at the AGM, and shall take office as President-elect at the first Board meeting following the AGM. During the term of office, the President-

elect shall serve as presiding officer of the Society and the Board of Directors, and in the absence of the President.

- (d) In the event that the President shall not serve out a term for any reason, the President-Elect shall succeed to the unexpired remainder thereof and continue through his/her own term. In the event that the President-elect shall not be able to serve out a term, both a President and a President-elect shall be nominated and elected at the time of the next election and shall take office at the first Board meeting following the AGM.
- (e) In the event that both the President and the President-elect shall be unable to serve, the Board of Directors shall elect one of its members to serve as presiding officer of the Society and the Board of Directors until the next AGM.
- (f) The Past President shall be the most recently retired President and shall chair the standing committee on Elections, Appointments, and Committee Development (see By-law 61). The Past President shall not be eligible to appear as a candidate on the President-elect election ballot.
- (g) The Treasurer and Board Executive are elected to two year staggered terms and may be re-elected with no restrictions.
- (h) The Board of Directors of the Society shall obtain appropriate liability insurance in an amount fixed by the Board of Directors.

#### 36. Terms of Office

- (a) The Directors shall retire at the expiration of their term, when their successors will be elected.
- (b) A Director shall be a member of the society in good standing and elected at the annual general meeting for one term.
- (c) Election procedures at the annual general meeting shall be determined by the members present.

#### 37. Officer and Director Vacancies

- (a) The five elected officers of the Board of Directors, in consultation with the standing committee on Elections, Appointments, and Committee Development are responsible for appointing the following co-ordinators as full voting members of the Board of Directors: a Membership Coordinator, a Communication Coordinator, an Event Coordinator, and Regional Coordinators as defined by the Board (currently Islands; Interior; and Low Mainland).
- (b) The Board Directors may also at any time appoint a member as a Board Director to fill a vacancy in the Board of Directors.
- (c) The Board Directors may also at any time appoint a Board Director to fill any Board Officer vacancy.
- (d) The Board Directors may at any time appoint Members at Large to the Board.
- (e) A Member at Large appointed under By-law 37 (d) holds office until the next annual general meeting and in all other ways serves as a full member of the Board of Directors.
- (f) An Officer appointed under By-law 37 (c) shall serve the unexpired officer term of the officer s/he is replacing.

#### 38. Replacement of Officers

- (a) If a Board Director or Board Officer ceases to hold office, the remaining Board Directors shall appoint a replacement in accordance with these By-laws.
- (b) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

39. The members may, by special resolution, remove a Director before the expiration of his/her office, and may elect a successor to serve to the next annual meeting.

40. The Directors may, by ordinary resolution, remove a Director before the expiration of his/her office, and may elect a successor to serve to the next annual meeting, provided that the BCDSS Policies on Discipline are followed.

41. No Director or officer shall be remunerated for being or acting as a Director or officer, but a Director or officer may be reimbursed for all expenses necessarily and reasonable incurred by him/her while engaged in the affairs of the Society.

## Part 8 - Duties of the Directors/Officers

#### 42. President

- (a) The President shall preside at all general meetings of the Society, unless the members or Directors otherwise decide.
  - (b) The President shall preside at all Board Directors meetings, unless the Board Directors otherwise decide.
  - (c) The President is the chief executive officer of the Society.
43. The President Elect shall carry out the duties of the President during his/her absence.
44. The Past-President shall chair the Standing Committee on Elections Appointments, and Committee Development and present a slate of Board Officer nominees at each Annual General Meeting (see By-law 61), as well as maintain a list of volunteers qualified to fill all appointed positions.
45. The Board Executive shall:
- (a) Conduct the correspondence of the Society;
  - (b) Issue notice of Board meetings and general meetings of the Society;
  - (c) Keep minutes of all meetings of the Society and Directors;
  - (d) Have custody of all records and documents of the Society;
  - (e) Have custody of the common seal of the Society;
  - (f) Maintain the historical record of the Society;
46. The Treasurer shall:
- (a) Keep such financial records, including books of accounts, as are necessary to comply with the Society Act; and
  - (b) Render financial statements to the Directors, members and others when required.
47. Appointed Directors/Coordinators
- (a) The Membership Coordinator shall:
    - (1) Maintain the registrar of all members.
    - (2) Serve as the liaison with all local clubs
  - (b) Communication Coordinator shall:
    - (1) Coordinate communications with BCDSS members and the general public; and
    - (2) Oversee all official BCDSS communication channels, including the Web site and social media venues.
  - (c) Regional Coordinators shall:
    - (1) Represent the needs and interests of all BCDS members within their regions (currently defined as the Islands; the Interior; and the Lower Mainland).
  - (d) The Event Coordinator shall:
    - (1) In consultation with the Board and membership coordinate annual tournaments and series, including establishing dates, tournament directors, policies and procedures;
    - (2) Ensure timely reporting of event revenues and outcomes; and
    - (3) Coordinate other events as appropriate.
48. In the absence of the Board Executive from a Board meeting or general meeting, the Board shall appoint another person to act as Board Executive at the meeting.
49. A member of the Directors shall:
- (a) Act honestly and in good faith and in the best interests of the Society;
  - (b) Exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a member of the Directors.
50. A member of the Directors who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of his/her interest to each member of the Directors and otherwise comply with the requirements of the Society Act.
51. The Directors shall enter in the register the names of applicants for incorporation and the name of every other person admitted as a member of the Society, together with the following particulars of each:
- (a) The full name and residence address;
  - (b) The date on which a person or organization is admitted as a member.
52. The Directors shall prepare all reports, including financial reports, required by law to be prepared by the Society for the annual meeting.

53. The Board Directors shall on behalf of the Society file all financial and other reports that have to be filed after the annual general meeting as required by the Society Act and Income Tax Act or any other law.
54. The Board Directors shall ensure the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds.
55. The Board Directors, on behalf of the Society, shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:
  - (a) All money received and disbursed by the Board and the manner in respect of which the receipt and disbursement took place;
  - (b) Every asset and liability of the Board;
  - (c) Every other transaction affecting the financial position of the Board;
56. The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these By-laws or statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of:
  - (a) All laws affecting the Society;
  - (b) These By-laws;
  - (c) Rules, not being inconsistent with these By-laws, which are made from time to time by the Society in general meeting.

## Part 9 - Meetings of Directors

59. Board Meetings
  - (a) The Directors may meet together at such places as they think fit for the dispatch of business and they may adjourn and otherwise regulate their respective Board meetings and proceedings, as they see fit.
  - (b) The first meeting of a newly elected Board shall occur immediately after the culmination of the AGM.
  - (c) The Directors may from time to time fix the quorum necessary for the transaction of business for their respective Board, and unless so fixed, the quorum shall be the majority of the respective Board Directors then in office.
  - (d) The President shall be Chairperson of all meetings of the Board Directors, unless the Board Directors otherwise decide.
  - (e) The Board Chairperson on request of a Board Director, shall convene a meeting of the Board Directors.
60. Committees
  - (a) The Directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit and may name the committee of Directors, members, or outside persons to sit on such a committee.
  - (b) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the Directors.
  - (c) Subject to directions of the respective Directors, the committee shall determine its own procedures.
  - (d) The members of a committee may meet and adjourn as they think proper.
61. There is one standing committee of the Society, the Standing Committee on Elections, Appointments, and Committee Development, chaired by the Past President. The Committee's charge is to:
  - (a) Recruit potential Board officers and present a slate of nominees to the membership at each AGM. This does not preclude any other BCDS member running for office independently of the Committee's nominations.
  - (b) Develop and maintain a list of qualified volunteers and recruit members for all appointed positions, including: a Membership Coordinator, a Communication Coordinator, three Regional Coordinators (Islands; Interior; and Low Mainland) and an Event Coordinator.
62. A newly appointed or elected Director shall be notified of the first meeting of the Board following his/her appointment or election, but failure to notify such new Director shall not void the meeting, if a quorum is present.
63. 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 sent by letter, telegram, cable, fax or e-mail, and the Director may, at any time, withdraw the waiver, but until the waiver is withdrawn:

- (a) No notice of meetings of Directors shall be sent to that Director and
  - (b) Any and all meetings of the Directors and the Society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective
64. Board decisions
- (a) Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.
  - (b) In case of an equality of votes the Chairperson does not have a second or casting vote.
65. A resolution proposed at a meeting must be seconded and the chairperson of a meeting may, move or propose a resolution.
66. A resolution in writing or through electronic communications, endorsed by a majority of the Directors on a respective Board and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting.
67. Each Board must have a minimum of 6 meetings a year, excluding general meetings.

## **Part 10 - Borrowing**

68. In order to carry out the purposes of the Society, the Directors may, on behalf and in the name of the Society, raise or secure the payment or repayment of money in such a manner as they decide and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
69. No debenture shall be issued without the sanction of a special resolution.
70. The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next annual general meeting.

## **Part 11 - Auditor**

71. This part applies only where the Society is required or has resolved to have an auditor.
72. The first auditor shall be appointed by the Directors.
73. At each annual general meeting the Society shall **appoint** an auditor.
74. An auditor may be removed by ordinary resolution.
75. No Director and no employee of the Society shall be auditor.
76. The auditor may attend general meetings.

## **Part 12 - Seal**

77. The Board Directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
78. The common seal shall be affixed only when authorized by a resolution of the Board Directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the President and Board Executive or President and Board Executive.