

# BYLAWS

## SOCIETY ACT

### Bylaws of Cowichan Wooden Boat Society

#### Part 1 - Interpretation

1. (a) In these Bylaws, unless the context otherwise requires:  
“**Directors**” mean the Directors of the society for the time being;  
“**Society Act**” means the Society Act of British Columbia from time to time in force and all amendments to it;  
“**registered address**” of a member means the member’s address as recorded in the register of members.  
(b) The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws.
2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

#### Part 2 - Membership

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with Bylaws and, in either case, have not ceased to be members.
4. Any person may become a member by paying the annual membership fee.
5. Every member must uphold the constitution and comply with these Bylaws.
6. The amount of the first annual membership dues must be determined by the Directors and after that the annual membership dues must be determined at the annual general meeting of the society.
7. A person ceases to be a member of the society;
  - (a) by delivering his or her resignation in writing to the secretary of the society or by mailing, electronic messaging, or delivering it to the address of the society,
  - (b) on his or her death or, in the case of a corporation, on dissolution,
  - (c) on being expelled, or
  - (d) on having been a member not in good standing for 12 consecutive months.
8. (a) A member may be expelled by a special resolution of the members passed at a general meeting.  
(b) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

(c) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

9. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society and the member is not in good standing so long as the debt remains unpaid.

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

10. General meetings of the society must be held at the time and place, in accordance with the Society Act, that the Directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. An extraordinary meeting of the Society shall be called by the President forthwith when so requested by two (2) or more Directors, or upon the written request of no less than ten percent (10%) of the Members of the Society, in good standing subject to the Notice of Meetings section of the bylaws.
13. (a) 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.  
(b) 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.
14. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

### **Part 4 - Proceedings at General Meetings**

15. Special business is:
  - (a) all business at an extraordinary general meeting except the adoption of rules of order, and
  - (b) all business conducted at an annual general meeting, except the following:
    - (i) the adoption of rules of order,
    - (ii) the consideration of the financial statements,
    - (iii) the report of the Directors,
    - (iv) the report of the auditor, if any;
    - (v) the election of Directors,
    - (vi) the appointment of the auditor, if required,

(vii) the other business that, under these Bylaws, ought to be conducted at an annual general meeting or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.

16. (a) 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.  
(b) 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.  
(c) A quorum is 3 members present or a greater number that the members may determine at a general meeting.
17. 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 of the time appointed for the meeting, the members present constitute a quorum.
18. Subject to Bylaw 19, 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.
19. 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.
20. (a) 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.  
(b) 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.  
(c) 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.
21. (a) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.  
(b) 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.

22. (a) A member in good standing present at a meeting of members is entitled to one vote.  
(b) Voting is by show of hands or by ballot where a resolution of two-thirds of the members present requires a vote by secret ballot.  
(c) Voting by proxy is not permitted.
23. A corporate 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 must be considered as a member for all purposes with respect to a meeting of the society.

## **Part 5 – Directors and Officers**

24. (a) 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:
- (i) all laws affecting the society,
  - (ii) these Bylaws, and
  - (iii) rules, not being inconsistent with these Bylaws, that are made from time to time by the society in a general meeting.
- (b) 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.
25. (a) The number of Directors must be 5 but not more than 9.  
(b) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
26. (a) Directors completing their second year of office must retire from office at each annual general meeting when their successors are elected. A Director may be elected only after he/she has completed a minimum of one (1) year as a member in good standing of the society. A Director's term of office is for two (2) years.  
(b) An election may be by acclamation; otherwise it must be by ballot.  
(c) If a successor is not elected, the person previously elected or appointed continues to hold office or in the event that that person is unwilling or unable to continue, the Directors will appoint a member in good standing to fill this position until the next annual general meeting.  
(d) Effective January 1 2011 a Director may serve no more than three (3) consecutive terms of office as a Director unless elected as President. In which case the Director may continue to serve for two additional years as President and then Past President.
27. (a) The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the board.

- (b) 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.
28. (a) 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.  
(b) An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.
29. 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.
30. 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**

31. (a) The Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.  
(b) 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.  
(c) The Directors present at a Director's meeting will elect one of their numbers to act as chair for that meeting.  
(d) The President shall convene a meeting of the Directors upon the request of one (1) or more Directors.
32. (a) The Directors may appoint an executive committee to consist of such Directors as they think fit and with such powers as may be vested in that committee by resolution of the Directors and in the intervals between meetings of the Directors the executive committee has and may exercise all the powers vested in it by the Directors.  
(b) The Directors may from time to time appoint such other committees as they think fit and determine their composition, which may include persons who are not Directors, and subject to Bylaw 32 (c), their powers.  
(c) Any committee, a majority of the members of which consists of persons who are not Directors, shall not have, and the Directors may not delegate to it, any of their powers. The functions of any such committee shall be advisory only.  
(d) A committee shall conform to any rules that may from time to time be imposed on it by the Directors, and shall make a report of every act or thing done in exercise of its powers to the meeting of the Directors held next after it has been done.

- (e) The provisions of Bylaw 31, 33 and 34 apply to the proceedings of a committee, to the extent applicable and with any necessary changes.
33. 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 15 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.
34. The members of a committee may meet and adjourn as they think proper.
35. 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.
36. 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, telegram, telex, electronic message, or cable, 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.
37. (a) Questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes.  
(b) In the case of a tie vote, the chair does not have a second or casting vote.
38. 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.
39. 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.
40. Robert's rules of Order (or any other recognized authority as agreed to by the Directors) shall govern the conduct of meetings of the Directors, Committees, Annual General Meeting and other Special Meetings.

## **Part 7 – Duties of Officers**

41. The secretary must do the following;  
(a) conduct the correspondence of the society,

- (b) issue notices of meetings of the society and Directors,
- (c) keep minutes of all meetings of the society and Directors,
- (d) have custody of all records and documents of the society except those required to be kept by the treasurer,
- (e) have custody of the common seal of the society,
- (f) maintain the register of members.

42. The treasurer must:

- (a) keep the financial records, including books of account, necessary to comply with the Society Act, and
- (b) render financial statements to the Directors, members and others when required.

43. In the absence of the secretary from a meeting, the Directors must appoint another person to act as secretary at the meeting,

44. A Director who fails to attend sixty (60) percent of the meetings of the Board of Directors in one elected year, shall be required to resign as a director at the next annual general meeting and will not qualify to run for election for a period of one (1) year. In the event that the Directors absence is due to extenuating circumstances, s(he) may make application to the directors for reconsideration of this provision. Any Director who absents himself from three (3) consecutive Directors Meetings, unless for reasons deemed acceptable to a majority of the directors, shall be replaced in accordance with the terms of the Bylaw.

## **Part 8 – Seal**

45. The Directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

46. The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

## **Part 9 – Borrowing**

47. 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, and, in particular but without limiting that power, by the issue of debentures.

48. A debenture must not be issued without the authorization of a special resolution.

49. The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

## **Part 10 – Auditor**

50. This part applies only if the society is required or has resolved to have an auditor.
51. The first auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of auditor.
52. At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
53. An auditor may be removed by ordinary resolution.
54. An auditor must be promptly informed in writing of the auditor's appointment or removal.
55. A Director or employee of the society must not be its auditor.
56. The auditor may attend general meetings.

## **Part 11 - Notices to Members**

57. A notice may be given to a member, either personally or by electronic messaging or by mail to the member at the member's registered address.
58. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
59. (a) Notice of a general meeting must be given to
  - (i) every member shown on the register of members on the day notice is given, and
  - (ii) the auditor, if Part 10 applies.(b) No other person is entitled to receive a notice of a general meeting.

## **Part 12 – Bylaws**

60. The constitution and Bylaws of the society shall be available to each member on the society's web site.
61. These Bylaws must not be altered or added to except by special resolution.