



**T.K. SPARKS**

## **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 board of directors of the Society;

“Officer” means the President, Vice-President, Treasurer, Secretary and Past-President positions on the Board.

“Bylaws” means these Bylaws as altered from time to time;

“Corporation” means a legal entity as defined by the Business Corporation Act or the Societies Act of British Columbia;

“Corporation Representative” means the authorised agent of the Corporation who has been authorised to represent the Corporation;

“Membership Year” means from 12:01 am on the day of the Annual General Meeting of the Members to 11:59 pm on the day of the next Annual General Meeting of the Members.

“Director’s Year” means from close of the Annual General Meeting of the Members to the close of the next Annual General Meeting of the Members.

“Voting Member” means a member with the right to vote.

### **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 “Regulations”), the Act or the Regulations, as the case may prevail.

## **PART 2 – MEMBERSHIP**

### **Admission**

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

2.2 The amount of the annual membership fees, and any other fees, to join the Society for the Membership Year will be determined by the Board.

### **Rights and Obligations**

2.3 Each Member must submit a completed Society membership application to the Society. Corporations must include their Corporation Representative information.

2.4 Each Member must pay their annual membership fees and any other fees (the “Society Fees”), as determined by the Board, and by any dates set by the Board.

2.5 Every Member must uphold the Constitution of the Society (the “Constitution”) and must comply with these Bylaws.

### **Not in Good Standing**

2.6 A member is not in good standing when:

(a) that member has not fully paid their Society Fees;

(b) that member does not uphold or contravenes the Constitution or these Bylaws; or

(c) on application to the Board, the Board has made a determination of that member’s standing.

### **Classes**

- 2.7 Membership in the Society shall be divided into the following classes:
- (a) (i) "Active Member" is a member shall include a person who is the age of majority or a corporation;
  - (ii) An Active Member in good standing is a Voting Member.
  - (b) (i) "Honorary Voting Member" is a member is a person approved by two-thirds (2/3) majority vote of the Board of Directors;
  - (ii) An Honorary Voting Member in good standing is a Voting Member;
  - (iii) An Honorary Voting Member is exempted from Society Fees payment.
  - (c) (i) "Honorary Member" is a member is a person approved by two-thirds (2/3) majority vote of the Board of Directors;
  - (ii) An Honorary Member is not a Voting Member;
  - (iii) An Honorary Member is exempted from Society Fees payment.

### **Honorary Voting Member Not in Good Standing**

- 2.8 An Honorary Voting Member shall be not in good standing when that member does not attend the latest two meeting of members, including the Annual General Meetings, and shall have their membership class transfer to Honorary Member and shall no longer be a Voting Member.

### **Terminations**

- 2.9 A person or corporation ceases to be a member of the Society in any one of the following ways:
- (a) At the end of the Membership or Director's Membership Year;
  - (b) By delivering their resignation in writing to the Society;
  - (c) On death of a person or when a corporation ceases their operations; or
  - (d) On termination of their membership after a determination by the Board.

### **Removal of the Member**

- 2.10 (a) A Member may be terminated by unanimous resolution of the Directors of the Society.
- (b) A Member removed under this provision may be reinstalled at a members' meeting.

## **PART 3 – MEETINGS OF MEMBERS**

### **Meeting Notice**

- 3.1 A notice of meetings must state the nature of any business, date, time and location of the meeting to every Voting Member with an email address at least fourteen (14) days immediately before the meeting and be posted on the Society's website.

### **Quorum**

- 3.2 The quorum for the transaction of business at a meeting of members is five (5) Voting Members.

### **Voting**

- 3.3 A Voting Member is entitled to one vote only.
- 3.4 Proxy voting is not permitted.
- 3.5 Voting is in person by a show of hands.

## **PART 4 – DIRECTORS**

### **Number of Directors on Board**

- 4.1 The Society must have no fewer than five (5) and no more than eleven (11) Directors, including the Past President, if the position is held. Plus, the City of Port Moody.

**City of Port Moody Board Representative Appointment**

4.2 The City of Port Moody shall appoint a member of its Parks and Recreation Department to the Board of Directors. The City of Port Moody Representative has no voting rights on the Board.

**Election or appointment of Directors**

4.3 At each Annual General Meeting, the Voting Members entitled to vote for the election or appointment of Directors must elect or appoint the Board.

**Term of the Director**

4.4 A Director's term will be one (1) year based on the Director's Year.

**Removal of the Director**

4.5 (a) A Director may be removed from office by unanimous resolution of the balance of the Directors of the Society.

(b) A Director removed under this provision may be reinstated at a members' meeting.

**Directors may fill casual vacancy on Board**

4.6 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 resignation, death or incapacity of a Director (the "Outgoing Director") during the Outgoing Director's term of office.

**Term of appointment of director filling casual vacancy**

4.7 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 Outgoing Director.

**Directors Payment of Expenses**

4.8 The Board may reimburse Directors for any reasonable expenses related to the Society.

**PART 5 – DIRECTORS' MEETINGS**

**Calling Directors' Meeting**

5.1 A Directors' meeting may be called by the President or by any two (2) other Directors.

**Notice of Directors' Meeting**

5.2 At least seven (7) days' notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period.

**Quorum of Directors**

5.3 The quorum for the transaction of business at a Directors' meeting is a majority of the Directors.

**First Order of Business**

5.4 The first order of business shall be the approval of the current year's budget. Until such time the budget has been approved, all expenditures require the approval of two-thirds (2/3) majority.

**PART 6 – BOARD POSITIONS**

**Election or appointment to Officer Positions**

6.1 After the Annual General Meeting of any election or appointment of Directors, the Directors will meet within thirty-one (31) days to elect or appoint the Officer positions (President, Vice-President, Secretary and/or Treasurer). Other than the President, a Director may hold more than one position.

6.2 The out-going President shall assume the position of Past President.

**Directors at Large**

6.3 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**

6.4 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**

6.5 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**

6.6 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**

6.7 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**

6.8 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.

7.3 Society's financial accounts shall have a maximum three (3) authorised signers and require two authorized signatures for all withdrawals and account opening/closing. Transfers within the same financial institution shall require one authorized signature.

#### **PART 8 – FINANCE**

##### **Financial Year**

8.1 The financial year of the Society shall end on the August 31 on every year.

##### **Investments**

8.2 Investment must only be in a term or daily interest-bearing account.

##### **Borrowing**

8.3 Borrowing must first be approved by the members by special resolution.

#### **PART 9 – OPERATIONS**

##### **Policy Manual**

9.1 The Society shall operate under the guidelines of a policy manual with all amendments requiring approval by the Board and documented in the meeting minutes (the "Policy Manual").

9.2 The Policy Manual will be published electronically on the Society's website and a copy may be posted on the Society's notice board.

9.3 The Policy Manual must provide direction to the Board for the following:

- (a) Society Structure
- (b) Society Operations
- (c) Directors Duties
- (d) Committee & Volunteer Duties

9.4 The Policy Manual may provide additional directions.

#### **PART 10 – ACCESS TO RECORDS**

##### **Public Accessing Records**

10.1 The public may only have access to the financial statements of the Society and minutes of the Society.

10.2 Members may have access to personal contact information to allow them to contact other members related to participation in the Society's activities.

10.3 The public and other Society members may not access any other document or record not provided for in sections 10.1 and 10.2 above.

##### **Meeting Minutes**

10.4 Minutes may be published electronically on the Society's website.