

# **BYLAWS**

## **Interpretation**

1. In these bylaws,
  - “club” means the Comox Paddlers Club;
  - “coordinator” means a person approved by the officers to plan and coordinate a particular program;
  - “director” includes a trustee, officer, and a person occupying any such position by whatever name;
  - “general meeting” includes annual general meeting;
  - “membership” means, for the purposes of bylaws 6, 9, 11, 20, 22 and 24, members voting at a general meeting;
  - “officer” includes president, vice-president, secretary, and treasurer;
  - “ordinary resolution” means a resolution passed in a general meeting by a simple majority of votes cast;
  - “program” means any activity or event adopted by the club; and
  - “special resolution” means a resolution passed in a general meeting by a majority of not less than 75% of the votes cast if at least 14 days prior to such meeting, a notice specifying the intention to propose the resolution as a special resolution has been given to every member entitled to attend and vote.

## **Membership**

2. An applicant for admission to the club shall be admitted as a member upon
  - (a) completing the application for admission;
  - (b) reading and signing the club Disclosure of Responsibilities, Release of Liability, Assumption of Risk and Indemnity Form;
  - (c) delivering them to an officer of the club; and
  - (d) paying the annual dues for the class of membership applied for.
3. There shall be three classes of members:
  - (a) single members, being individuals over 19 years of age who have paid a single membership fee;
  - (b) family members over 19 years of age, being members of a family with the same domicile, whether or not the persons heading the family are married or unmarried and who have paid a family membership; and
  - (c) honorary members, being members whom the Club wishes to honour and who become members for life who need not pay membership fees.
4. Subject to bylaw 3, all members
  - (a) subject to bylaw 23, have the right to participate in club activities;
  - (b) have the right to vote at general meetings; and
  - (c) are eligible to be elected and appointed as directors.
5. A member shall cease to be a member in good standing upon
  - (a) failing to pay the annual dues as and when prescribed by the directors;
  - (b) failing to sign the Disclosure of Responsibilities, Release of Liability, Assumption of Risk and Indemnity Form as and when prescribed by the executive;
  - (c) resigning from the club; or
  - (d) expulsion from the club.

6. A member may be expelled or suspended from the club by an ordinary resolution of the membership.

## **Meetings**

7.
  - (a) General meetings shall be held as and when directed by the directors or on a petition of 20 per cent of the voting members.
  - (b) There will be an annual general meeting each year on a date set by the directors.
  - (c) Notice of a general meeting shall be sent to each member at least 14 days before the date of the meeting.
  - (d) Special general meetings may be held as required, providing that all members are notified at least 14 days prior to the meeting.
8. Three voting members or 20% of the voting membership, whichever is greater constitutes a quorum. If when the meeting is called there is no quorum, the meeting will be postponed for 15 minutes and three or

more voting members present at that time will constitute a quorum.

(a) A majority of votes cast is sufficient to pass an ordinary resolution or motion at a meeting.

(b) Voting may be by a show of hands, or at the request of 20% or more voting members, by secret ballot.

(c) Voting by proxy is not permitted.

### **Directors and Officers**

9. The directors shall consist of

(a) the officers, who shall be elected by the membership at each annual general meeting; but if a vacancy occurs, a replacement may be elected by the membership to serve until a successor is elected at the next annual general meeting;

(b) the previously elected President of the Club; and

(c) as many other directors as are appointed by the officers or elected by the membership, but all directors shall cease to hold office at the close of the annual general meeting following their appointment or election.

10. The president and vice-president may serve not more than two consecutive years in one office.

11. A director may be removed from office on an ordinary resolution of the membership.

12. Before a resolution under bylaw 6 or 11 is voted on, the person who is the subject of the resolution has the right to a hearing.

13. Three directors shall constitute a quorum for directors meetings.

### **Duties of Officers**

14. The president

(a) shall preside at all meetings of the club and of the directors.

(b) is the chief officer of the club and shall supervise the other officers in the execution of their duties.

15. The vice-president shall carry out the duties of the president during that person's absence.

16. In the absence of both the president and the vice-president from a meeting, the directors shall appoint another person to act as president of the meeting.

17. The secretary shall

(a) conduct the correspondence of the club;

(b) cause notices of meetings of the club

and of the Directors to be issued;

(c) keep minutes of all meetings of the club and the directors;

(d) have custody of all records and documents of the club except those required to be kept by the treasurer.

18. The treasurer shall

(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.

19. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary of the meeting.

### **Club Finances**

20. The directors have all the powers necessary to manage the club; but shall not borrow money or use the club's assets as security unless authorized to do so by a special resolution of the membership.

21. All club revenues and expenditures shall be handled through the treasurer who shall act on behalf of the directors.

22. No member in his or her capacity as a member, officer or director shall be paid for any services rendered to, or on behalf of, the club; but the officers or the membership may authorize the payment of a member's out-of-pocket expenses where such payment appears to the officers to be in the club's best interests.

**Miscellaneous**

23. The constitution and bylaws of the club may be altered by special resolution provided that notice of the special resolution accompanies the notice of the general meeting.

24. The directors shall develop and maintain a Policies and Procedures Manual which shall contain instructions to club members on any subject that the membership or directors feel requires explanation, elaboration, direction, or control.

25. The directors shall ensure that the Policy and Procedures Manual is reviewed annually.

26. The books and records of the club shall be available for inspection by the members at the annual general meeting and at any other time provided 30 days notice is given.