

# BYLAWS OF LARCH HILLS NORDIC SOCIETY

## PART 1

### INTERPRETATION

1.1 In these Bylaws, unless the context otherwise requires:

- (a) "Directors" means the directors of the Society for the time being;
- (b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
- (c) "Registered Address" of a member means his address as recorded in the register of members;

1.2 The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws.

1.3 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

2.1 There shall be two (2) categories of membership as follows:

- ii) Junior Members consisting of those members who are under eighteen (18) years as at December 31<sup>st</sup> of the calendar year in question, and
- ii) Adult Members consisting of those members eighteen (18) years of age or older as at December 31<sup>st</sup> of the calendar year in question.

2.2 The Members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become Members in accordance with these Bylaws and, in either case, have not ceased to be Members.

2.3 A person shall become a member upon submission of the applicable membership dues and a signed and completed current membership registration form to the Membership Registrar. The period of membership shall be from October 1 to September 30 of the following year.

2.4 Every Member shall uphold the constitution and comply with these Bylaws.

2.5 The amount of the first annual membership dues for each class of membership shall be determined by the Directors and after that the annual membership dues for each class of membership shall be determined by the Directors and ratified at the Annual General Meeting of the Society.

2.6 All Members are in good standing except a Member who has failed to pay his current annual membership fee or other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.

### PART 3

#### MEETING OF MEMBERS

3.1 General meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the Directors decide.

3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.3 The Directors may, when they think fit, convene an extraordinary general meeting.

3.4 Notice of a general meeting shall specify the place, the day and the hour of meeting, and, shall be conveyed to members via the LHNS Newsletter and via an ad in the Salmon Arm Observer at least 10 days prior to the meeting.

3.5 The non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.

3.6 An annual general meeting shall be held at least once in every calendar year and not more than 15 months after holding the last preceding annual general meeting.

3.7 A quorum for the transaction of business at any meeting of the Members shall consist of not less than fifteen (15) Members entitled to vote present at a meeting.

### PART 4

#### PROCEEDINGS AT GENERAL MEETINGS

4.1 Special business is

- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
- (b) all business that is transacted at an annual general meeting, except
  - (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; and
  - (vii) the other business that, under these bylaws, 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.

4.2 No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

4.3 Subject to Bylaw 4.6, the President of the Society, the Vice-President, or, in the absence of both, one of the other Directors present, shall preside as Chair of a general meeting.

4.4 If at a general meeting there is no President, Vice-President, or other Director present within 15 minutes after the time appointed for holding the meeting, or the President and all the other Directors present are unwilling to act as Chair, the Members present shall choose one of their number to be Chair.

4.5 In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a Member and the proposed resolution shall not pass.

4.6 Adult Members in good standing and present at a meeting of members shall each be entitled to one vote. Junior Members shall not be entitled to vote.

4.7 Voting is by show of hands, or in the case of a Member present at a meeting other than in person, by such means as the Directors shall determine. Page 5

4.8 Voting by proxy is not permitted.

## PART 5

### DIRECTORS

5.1 The number of Directors shall be a maximum of nine (9) or such lesser number determined from time to time at a general meeting, but in any event, shall not be less than seven (7) and shall consist of the following positions:

- (i) President;
- (ii) Vice-President;
- (iii) Secretary;
- (iv) Treasurer;
- (v) Past President
- (vi) at large Directors.

5.2 The Directors shall retire from office at each annual general meeting when their successors shall be elected.

5.3 The President, Vice-President, Secretary, Treasurer and Directors shall be elected by the Members at the Annual General Meeting.

5.4 An election may be by acclamation; otherwise it shall be by ballot.

5.5 Each year, before the Annual General Meeting the president shall establish a 3 member nominating committee. This committee will nominate a list of candidates for the Directors of the Society (See 5.1) at the Annual Meeting. Any 2 members may nominate another adult member to any executive position, provided the nominee is willing to serve. (See 5.11)

5.6 The Directors may appoint a Member as a Director to fill a vacancy in the Directors.

5.7 A Director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.

5.8 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

5.9 The Members may by special resolution remove a Director before the expiration of his term of office, and may, by ordinary resolution, elect a successor to complete the term of office.

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

5.11 Only Adult Members shall be entitled to be nominated for a Director's position.

5.12 The Directors may appoint a Membership Registrar to receive, process and store member registrations and to maintain a membership data base. The Membership Registrar will also receive membership dues and give these dues to the Treasurer.

## PART 6

### PROCEEDINGS OF DIRECTORS

- 6.1 The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit, including enabling one or more Directors to participate in a meeting of the Directors in such manner as the Directors shall determine. (e.g. teleconferencing)
- 6.2 The quorum for the transaction of business at any meeting of the Directors shall consist of not less than four (4) Directors present in person.
- 6.3 The President shall be Chair of all meetings of the Directors.
- 6.4 A Director may at any time, and the Secretary, on the request of a Director, shall, convene a meeting of the Directors.
- 6.5 The Directors may engage an individual to implement and carry out the decisions or business of the Directors.
- 6.6 The Directors may delegate any, but not all, of their powers to committees consisting of such Directors and such other Members as the Directors think fit, and shall appoint a Chairman at the time a committee is established.
- 6.7 A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
- 6.8 The Members of a committee may meet and adjourn as they think proper.
- 6.9 Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.
- 6.10 In case of an equality of votes, the chairman does not have a second or casting vote.

6.11 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.

## PART 7

### DUTIES OF OFFICERS

7.1 The President shall preside at all meetings of the Society and of the Directors. The President shall issue notices of meetings of the Society and Directors, have custody of all records and documents of the Society except those required to be kept by the Treasurer or the Membership Registrar.

7.2 The President is the Chief Executive Officer of the Society and shall supervise the other officers in the execution of their duties.

7.3 The Vice-President shall carry out the duties of the President during his absence.

7.4 The Secretary shall:

- i) conduct the correspondence of the Society
- ii) keep minutes of all meetings of the Society and Directors

7.5 The Treasurer shall:

- i) prepare an annual budget that reflects the goals of the Society.
- ii) keep the financial records including books of account, necessary to comply with the Society Act
- iii) render financial statements to all general meetings and to executive meetings where required

7.6 The duties of the Treasurer elect commence on October 1 with the beginning of the new fiscal year and end on September 30 of the following year.

7.7 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.

## PART 8

### FINANCIAL PLANNING

8.1 Expenditures of over \$10,000 must first be approved by the Executive and the membership at a general meeting. The Executive may approve expenditures of less than \$10,000. Borrowing of more than \$10,000 must first be approved by

the Executive and the membership at a general meeting. Notice of a general meeting involving expenditures or borrowing over \$10,000 shall be conveyed to members via the LHNS Newsletter and/or via an ad in the Salmon Arm Observer at least 10 days prior to the meeting.

8.2 The LHNS proposed Budget for the budget planning period October 1 to Sept. 30 will be presented each year at the October General Meeting for Membership review/approval.

8.3 Financial Statements will be presented at all General Meetings and, when requested, at Executive Meetings

8.4 By November 30 of each calendar year the LHNS executive shall be responsible to Audit the books for the previous budget planning year and report the audit results to the membership at the next General Meeting.

8.5 Budget overruns must first be approved by the executive or by a general meeting.

## Additional Notes

### Resolutions:

- ◆ Amendment to Bylaw 5.1: The number of Directors shall be a maximum of eleven (11) or such lesser number determined from time to time at a general meeting, but in any event, shall not be less than nine (9) and shall consist of the following positions:
  - (i) President
  - (ii) Vice-President
  - (iii) Secretary
  - (iv) Treasurer
  - (v) Past President (if available)
  - (vi) At large Directors
  
- ◆ Amendment to Bylaw 5.2: The Directors shall serve two year terms except with the 2015/16 year some Directors will serve one year term to allow for offsetting elections of Directors in subsequent years.

These two resolutions were passed by approved motions at the March 31, 2015 Annual General Meeting.