

CONSTITUTION AND BYLAWS
Shuswap Dragon Boat Society
“Friends Abreast”

Bylaw Section Number	Definition	Page
	Constitution and Purpose	2
1	Interpretation	3
2	Membership	3-4
3	Meetings of Members	4
4	Procedure at Meetings	4-6
5	Board of Directors	6-8
6	Meetings of Board of Directors	8-9
7	Duties of Officers	9-10
8	Seal	10
9	Borrowing	10
10	Finance	10-11
11	Notice to Members	11
12	Bylaws	11

**SHUSWAP DRAGON BOAT SOCIETY
CONSTITUTION**

1. The name of the Society is **SHUSWAP DRAGON BOAT SOCIETY** (the Society).
2. The purposes of the Society are:
 - (a) to promote public awareness of issues relating to breast cancer, including risk factors, prevention, treatment, rehabilitation and research;
 - (b) to facilitate physical activities for breast cancer survivors and supporters and to generally encourage activities which promote good health;
 - (c) to provide support, encouragement and assistance to persons dealing with breast cancer;
 - (d) to honour the memory of persons whose lives have been lost to breast cancer;
 - (e) to secure and manage donations and to disburse funds to organizations involved in breast cancer research and treatment and which are recognized as charitable organizations under the provisions of the Income Tax Act of Canada; and
 - (f) to pursue such activities as are incidental to these purposes and for which the dragon boat is a symbol of the ongoing struggle to overcome breast cancer.
3. The operations of the Society shall be carried on, in and about the District of Salmon Arm, Province of British Columbia. This provision is alterable.
4. On the winding up and dissolution of the Society, all funds or assets remaining after payment of debts shall be vested in and transferred, in equal shares to Shuswap Hospice Society and Shuswap Community Foundation or, in the event of the dissolution of either of them, to a charitable organization under the provisions of the Income Tax Act of Canada. This provision is unalterable.

PURPOSE OF THE SOCIETY

To promote awareness of Breast Cancer.

To promote an active lifestyle.

To send a positive message to those living with Breast Cancer

To honour the memory of those unable to take up the paddle.

SHUSWAP DRAGON BOAT SOCIETY

BYLAWS

1. INTERPRETATION

- 1.1 In these Bylaws the following words have these meanings, unless the context requires otherwise:
 - 1.1.1 “Directors/Executive” means the Directors of the Society for the time being
 - 1.1.2 “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it
 - 1.1.3 “registered address” of a member means the member’s 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 The following rules are to be applied in interpreting these Bylaws:
 - 1.3.1 words indicating the singular number also include the plural, and vice-versa
 - 1.3.2 words indicating the feminine gender also include the masculine gender and vice-versa
 - 1.3.3 words indicating persons also include corporations.

2 MEMBERSHIP

- 2.1 There are two categories of members of the Society: Breast Cancer Survivors and Breast Cancer Supporters. All members have full voting memberships and eligibility to participate in Dragon Boat festivals and races.
 - 2.1.1 To be a Member an individual must support the purposes of the Society, and pay the annual membership fee.
- 2.2 Any individual may become a Member in the appropriate category by meeting the requirements in Part 2.1.1. The individual will be entered as a Member in the Register of Members.
- 2.3 Membership Fees

- 2.3.1 The membership year is the same as our fiscal year, that being November 1 to October 31
- 2.3.2 The amount of the first annual membership dues shall be determined by the Directors and after that the annual membership dues shall be determined at the Annual General Meeting of the Society.
- 2.4 A person shall cease to be a member of the Society
 - 2.4.1 by delivering her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society
 - 2.4.2 on her death or, in the case of a corporation, on dissolution
 - 2.4.3 on being expelled
 - 2.4.4 on having been a member not in good standing
- 2.5 Expulsion
 - 2.5.1 A member may be expelled by a special resolution of the members passed at a General Meeting.
 - 2.5.2 The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - 2.5.3 The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the General Meeting before the special resolution is put to a vote.
- 2.6 All members are in good standing except a member who has failed to pay their current annual membership fee or any other subscription or debt due and owing by them to the Society and they are not in good standing so long as the debt remains unpaid.

3 MEETINGS 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 the 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, day and hour of meeting, and in case of special business, the general nature of that business.
- 3.5 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.
- 3.6 The first Annual General Meeting of the Society shall be held not more than 15 months after the date of incorporation and after that an Annual General Meeting shall 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.

4 PROCEEDINGS AT GENERAL MEETINGS

4.1 QUORUM

- 4.1.1 Attendance by 40 percent of the members, at a General Meeting is a quorum.
- 4.1.2 No business, other than the election of a Chair and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.
- 4.1.3 If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.1.4 The President may cancel the General Meeting if a quorum is not present within 30 minutes after the set time. If cancelled the meeting is rescheduled for one week later at the same time and place. If a quorum is not present within 30 minutes after the set time of the second meeting, the meeting will proceed with the Members in attendance considered to be a quorum.

4.2 CHAIR OF GENERAL MEETING

- 4.2.1 The President of the Society, or in her absence, the Vice-President, or in the absence of both, one of the other Directors present, shall preside as Chair of a General Meeting.
- 4.2.2 If the President and all other Directors present are unwilling to act as Chair, or if there is no President, Vice-President or other Director present within 15 minutes after the time appointed for holding the

meeting, the members present shall choose one of their number to chair the meeting.

4.3 ADJOURNMENT

4.3.1 A General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.3.2 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

4.3.3 Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

4.4 RESOLUTIONS/MOTIONS

4.4.1 Resolutions are passed if a majority of voting members present are in favour.

4.4.2 Special resolutions require approval by 75% of the voting members present to pass.

4.4.3 All resolutions proposed at a meeting must be seconded and the Chair of a meeting may move or propose a resolution.

4.4.4 In case of an equality of votes the Chair shall not have a casting or second vote in addition to the vote to which she may be entitled as a member and the proposed resolution shall not pass.

4.5 VOTING

4.5.1 Each member in good standing present at a meeting of members is entitled to one vote.

4.5.2 Voting is by show of hands, unless at least two members request that the vote be by ballot.

4.5.3 Voting by proxy is not permitted.

5 BOARD OF DIRECTORS

5.1 The Board of Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to

be exercised or done by the Society in General Meeting, but subject, nevertheless to

- a) all laws affecting the Society
- b) these Bylaws and
- c) rules, not being consistent with these Bylaws, which are made from time to time by the Society in General Meeting.

5.2 No rule made by the Society in General Meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.

5.3 COMPOSITION OF THE BOARD OF DIRECTORS

The Directors (Executive) of the Society are the President, the immediate Past President, the Vice-President, the Secretary, the Treasurer, and such other Directors and committee chairs as shall be determined from time to time at a General Meeting.

5.4 ELECTION OF THE DIRECTORS

5.4.1 One-half of the Directors elected at the first Annual General Meeting shall retire at the second Annual General Meeting, at which their successors shall be elected. Retiring Directors may stand for re-election.

5.4.2 Subject to paragraph 5.4.1, Directors will serve for a two-year term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected.

5.4.3 Separate elections shall be held for each office to be filled.

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

5.4.5 If no successor is elected the person previously elected or appointed continues to hold office.

5.5 BOARD VACANCIES

5.5.1 If a Director resigns her office or otherwise ceases to hold office, the remaining Directors shall appoint a member to take the place of the former Director.

5.5.2 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.

5.5.3 The members may by special resolution remove a Director before the expiration of her term of office, and may elect a successor to complete the term of office.

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

5.6 REMUNERATION

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

6 MEETINGS OF BOARD OF DIRECTORS

6.1 The Directors may meet to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit.

6.2 A meeting of the board may be held by a telephone conference call. Directors who participate in this call are considered present for the meeting.

6.3 The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Directors then in office.

6.4 The President shall be Chair of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President shall act as Chair; but if neither is present the Directors present may choose one of their number to be Chair at that meeting.

6.5 The President calls the meetings. The President also shall call a meeting if any two Directors make a request for a meeting.

6.6 Questions arising at a meeting of the Directors shall be decided by a majority of votes.

6.7 In case of an equality of votes the Chair does not have a second or casting vote.

6.8 No resolution proposed at a meeting of Directors need be seconded and the Chair may move or propose a resolution.

6.9 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.

6.10 COMMITTEES

- 6.10.1 The Directors may delegate any, but not all, of their powers to committees.
- 6.10.2 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.
- 6.10.3 A committee shall elect a Chair of its meetings; but if no Chair is elected, or if at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting the Directors present who are members of the committee shall choose one of their number to chair the meeting.
- 6.10.4 The members of a committee may meet and adjourn as they think proper.
- 6.10.5 A Nominating Committee consisting of Past President, President and a member at large, will put forth a slate of candidates for election as required, following the nominating procedure outlined in Section 5.4. Will obtain from candidates on the slate an indication of their willingness to stand for election.

7 DUTIES OF OFFICERS

- 7.1 The President shall preside at all meetings of the Society and of the Directors.
- 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 her absence.
- 7.4 The Secretary shall
 - 7.4.1 conduct the correspondence of the Society
 - 7.4.2 issue notices of meetings of the Society and Directors
 - 7.4.3 keep minutes of all meetings of the Society and Directors
 - 7.4.4 have custody of all records and documents of the Society except those required to be kept by the Treasurer
 - 7.4.5 maintain the Register of Members.

7.5 The Treasurer shall

7.5.1 keep the financial records, including books of account, necessary to comply with the Society Act, and

7.5.2 render financial statements to the Directors, members and others when required.

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

8 **SEAL**

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

8.2 The common seal shall be affixed only when authorized by a resolution of the 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 Secretary.

9 **BORROWING**

9.1 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 the foregoing, by the issue of debentures.

9.2 No debenture shall be issued without the sanction of a special resolution.

9.3 The members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.

10 **FINANCE AND AUDITOR**

10.1 The fiscal year of the Society ends on October 31 of each year.

10.2 If the Society is required to have an auditor:

10.2.1 The first auditor shall be appointed by the Directors.

10.2.2 At each Annual General Meeting the Society shall be appointed to review the accounts.

10.2.3 No Director and no employee of the Society shall be auditor.

10.2.4 The auditor may attend General Meetings.

11 NOTICES TO MEMBERS

- 11.1 A notice may be given to a member either personally, by telephone, by e-mail, or by mail to her registered address.
- 11.2 Notice of a General Meeting must be given not less than 14 days before the meeting.
- 11.3 Notice of a General Meeting shall be sent to every member shown on the register of members on the day notice is given, and to the auditor.

12 BYLAWS

- 12.1 On being admitted to membership, each member is entitled to and the Society shall give her, without charge, a copy of the constitution and Bylaws of the Society.
- 12.1 These Bylaws shall not be altered or added to except by special resolution.