



CAROL PREST

Bylaws

INDEX TO THE BYLAWS DOCUMENT of the B.C. Square and Round Dance Federation

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Bylaws

Article 1 Definitions and Interpretation

1.1 Definitions

In these Bylaws:

"Act" means the Societies Act [S.B.C. 2015] Chapter 18.

"Association" means any organization of dancers, callers or cuers which is formed within a Region and recognized by the Board.

"Board" means all Officers and the Directors at Large of the Society.

"Bylaws" means these Bylaws.

"Club" means any organization offering the forms of dancing described in the purposes of the Society to its Members and recognized by an Association or, if there is no Association covering the area in which it is formed, endorsed by the Board.

"Directors at Large" means those individuals who are elected or appointed as Directors at Large for the period they hold such office.

"Executive" means those individuals who are appointed as Officers of the Society and any other individuals, not being Officers, who are appointed by the Board as Members of the Executive.

"Meeting" means any gathering, whether physically and/or electronically, held or convened under these Bylaws for conducting the internal or external affairs of the Society at which all participants are able to hear and be heard.

"Member" means any individual, Club or Association.

"Region" means any geographic area within the Province of British Columbia prescribed by the Board.

"Regulations" means Regulations made under the Act.

"Resolution" means a motion to be decided by a simple majority

"Rules of Order" means Robert's Rules of Order in Brief (current edition).

"Society" means the British Columbia Square and Round Dance Federation.

“Special Resolution” means a motion that requires a Notice of Motion and must be decided by two-thirds of the votes cast at a General Meeting or consented to in writing by all Voting Members.

Throughout these Bylaws, words importing the singular include the plural and vice versa, and words importing a specific gender include the other gender and a corporation.

1.2 Definitions in the Act

The definitions in the Act and Regulations shall apply to these Bylaws

1.3 Conflicts with the Act or Regulations

Wherever conflict occurs between these Bylaws and the Act or Regulations, the Act or the Regulations, as the case may be, shall prevail.

Article 2 Membership

2.1 Classes of Membership

There shall be two classes of Membership in the Society, voting and non-voting:

- a) Voting Members, who may vote by proxy, shall be:
 - i) all Clubs which are recognized by an Association;
 - ii) Clubs not in a prescribed Region, but which are endorsed by the Board;
 - iii) Associations of Callers, Cuers, and other dance leaders who are not voting members of a Club as in 2.1 a) i).
- b) Article 8.11 governs proxies.
- c) Non-voting Members shall be:
 - i) all persons who are Members of Clubs recognized by an Association or endorsed by the Board; and
 - ii) individuals not belonging to a Club who have applied to the Society for Membership and have been approved by the Board; and
 - iii) all Associations whose members are members of a Club as in 2.1 a) i).

2.2 The Members of the Society are those Clubs, Associations and individuals who have been admitted in accordance with these Bylaws and have not ceased to be a Member.

- 2.3 Every Member must uphold the Constitution of the Society and must comply with these Bylaws, and with the Policies and Procedures made in accordance with Article 10.1.
- 2.4 The Board shall prescribe, subject to ratification by Voting Members by ordinary resolution at a General Meeting, the annual dues of this Society which every Member shall be assessed.
- 2.5 A Member, other than an Honourary Member, is not in good standing and ceases to be a Member of the Society:
- a) on failure to pay the applicable annual dues of this Society before the expiry of the time period prescribed for payment;
 - b) on death in the case of an individual;
 - c) at the end of the year for which dues have been paid in the case of a Club or Association;
 - d) on resignation;
 - e) on removal for cause.
- 2.6 A Voting Member not in good standing may not vote at any Meeting of the Society and may not introduce, consent to or vote against any resolution of Members.
- 2.7 An Association which is a Member of the Society may be removed from Membership by Special Resolution in accordance with the provisions of the Act and Regulations and these Bylaws.
- 2.8 Honourary Membership

The Board may in its discretion appoint to Honourary Membership persons, including former Members, who are not Members of the Society but have rendered exceptional service for a period of years or who have made significant contributions to the Society. The Society shall pay any dues, insurance charges and any other fees or dues which would have been assessed had the individual honoured been a Member as defined in Paragraph 2.2 hereof.

Article 3 Officers

- 3.1 a) Officers must be elected or appointed to the following Executive positions:
- i) President
 - ii) 1st and 2nd Vice-Presidents
 - iii) Secretary
 - iv) Treasurer

- b) The immediate Past-President or, if that person is not available or is unwilling to act, the next most immediate Past-President, provided that person is available and willing to act, shall be an Officer and Director ex officio.
- 3.2 If the Officers are not elected at a General Meeting, they shall be appointed by the Board at its first Meeting following the vacancy arising.
- 3.3 The appointment of Officers under Article 3.2 may be by acclamation or by secret ballot if so requested by any Member of the Board.
- 3.4 The President is Chair of the Board and is responsible for supervising the other Board Members in the execution of their duties and is ex officio a Member of all Committees.
- 3.5 A Vice-President shall carry on the duties of the President in that person's absence or inability to act.
- 3.6 Any Officer, other than the President, may hold more than one position.
- 3.7 The duties of the Secretary and the Treasurer are defined in the Policies and Procedures made under Article 10.1.

Article 4 Board of Directors

- 4.1 The following shall be the Board of Directors of the Society:
 - a) Officers of the Society elected or appointed under Article 3.1, and
 - b) two Directors at Large elected or appointed from each Region.
- 4.2 The Officers elected or appointed under sub-article a) above are not appointees or representatives of any Region.
- 4.3 At each Annual General Meeting:
 - a) the Voting Members must elect the Officers for two-year terms but in such a manner that, at any given Annual General Meeting, as nearly as shall be practicable, the term of office of only one-half of the number of elected Officers shall expire;
 - b) the Directors at Large shall be elected or appointed by the Regions for two-year terms but in such a manner that, at any given annual Meeting, as nearly as shall be practical, the term of office of only one half of the number of elected Directors at Large shall expire;
 - c) in the event there is or might be an imbalance in the alternating terms of office, it shall be appropriate to elect one or more Officers or Directors at Large to a one-year term in

order to maintain or restore the balance.

- 4.4 The President and Vice-Presidents shall not serve for more than two consecutive two-year terms in the same position.
- 4.5 Any Director of the Society may be removed from the Board by Special Resolution in accordance with the Societies Act and its Regulations.
- 4.6 In the event of a vacancy that arises on the Executive because an Officer is unable or unwilling to fulfill their term, the Board may, at any time, appoint a Member to fill the vacancy.
- 4.7 A Region may designate, either temporarily or for the remainder of the term, an alternate who shall take the place of a Director at Large who is unable or unwilling to act, or who is removed in accordance with Article 4.5.
- 4.8 Members may at a General Meeting of the Society, remove a Member of the Board from office by a Special Resolution and may appoint another Member to fill the unexpired portion of the removed Board Member's term of office.
- 4.9 A Board Member may be removed from office by a resolution of the Board ratified by a Special Resolution of Members at a General or Annual General Meeting.
- 4.10 A Board Member subject to removal under either Article 4.7 or 4.8 has the right to attend and be heard at the Meeting when that person's removal is being considered.
- 4.11 When the Board Member subject to removal is a person described in 4.1 b) i), so far as is practicable, the person elected to fill the vacancy shall be from the same Region as the person subject to removal.
- 4.12 Qualifications of Board Members
 - a) Every Member elected or appointed as a Board Member must be qualified under sections 43 and 44 of the Act. (A copy of these sections is in Appendix 1 to the Policies and Procedures.)
 - b) Providing the majority of the Board Members is age 18 years or older, the Board may include not more than two Members 16 or 17 years of age.

Article 5 Role of the Board of Directors

- 5.1 The Board of Directors must manage or supervise the management of the activities and the internal affairs of the Society.
- 5.2 When performing their duties, Members of the Board must:

- a) act honestly and in good faith and in the best interests of the Society;
- b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- c) act in accordance with these Bylaws, the Act and any Regulations made thereunder;
- d) disclose to the Board any direct or indirect material conflict of interest and, in addition, must:
 - i) leave any Meeting during which any matter involving such conflict is discussed;
 - ii) not attempt to influence the vote of the Board on such matter; and
 - iii) abstain from voting thereon.

5.3 Board Members may exercise all such powers and do all acts or things necessary to fulfill the purposes of the Society, provided that the exercising of such powers and doing of such acts or things are not prohibited by these Bylaws or the Act and Regulations.

Article 6 Committees

- 6.1 The Board may, as it thinks fit, delegate any, but not all, of its powers to Committees consisting of one or more Members of the Board, other Members of the Society, or other individuals with special knowledge of the work assigned to the Committee. The Chair of a Committee shall be appointed by the Board.
- 6.2 The Board may, at any time, dissolve a Committee or remove a Member from or appoint a Member to a Committee.
- 6.3 A Committee formed in accordance with clause 6.1 shall conform to any special directions that may from time to time be imposed on it by the Board and may exercise the powers granted to it, provided that:
 - a) it reports its activities to the Board regularly and, in any event, not less than quarterly;
 - b) it may at any time, and from time to time, request the Board to vary its powers to permit it to function more effectively.
- 6.4 The policies and procedures governing the conduct of business by a Committee shall be the same as for Board Meetings, provided that these may be modified by the Board to facilitate Committee operations.

Article 7 Board Meetings

- 7.1 A Meeting may be called by the President or any two other Members of the Board.
- 7.2 At least four days' notice of a Meeting must be given by mail or by electronic means, unless all of the Board Members agree to a shorter notice period.
- 7.3 The accidental omission to give notice of a Meeting to a Board Member, or the non-receipt of a notice by a Board Member, does not invalidate proceedings at a Meeting.
- 7.4 The Board may conduct their Meetings and proceedings as they see fit.
- 7.5 The Board may, from time to time, set the quorum necessary for the conducting of business at a Meeting provided that the quorum shall never be less than one-third of the Board Member, and if not set, the quorum is a majority of the Board Members.
- 7.6 Resolutions passed at any Meeting shall be decided by a majority vote of Board Members present
- 7.7 In the event of a tie vote on a Resolution, the matter shall be deemed to have been defeated. The President shall not cast a second or deciding vote.
- 7.8 A resolution in writing, signed and approved by all Board Members and placed with the minutes is as valid and effective as if passed at a Board Meeting.

Article 8 General Meetings (other than an Annual General Meeting)

- 8.1 A General Meeting must be held at the place, date and hour the Board determines, provided that there shall be at least one General Meeting annually in addition to the Annual General Meeting.
- 8.2 The Board may, whenever it deems necessary, call a Special General Meeting and must do so within two weeks following delivery to it of a requisition for a Special General Meeting received in writing from not less than ten percent of the Voting Members. Each requisition for a Special General Meeting must provide information about the purpose(s) of the Meeting and of any resolution to be presented.
- 8.3 Notice of the Meeting, including the proposed agenda:
 - a) must be given of every General and Special General Meeting to all Members specifying the place, date and hour of the Meeting, not less than twenty-one days prior;
 - b) in the event any resolution is to be presented, its wording shall be given (See Article 3.6);

- c) such notice shall be given to Members by electronic means, by posting a notice on the Society's website or by mail to their address on the register of Members;
 - d) the accidental omission to give notice to a Member or non-receipt by a Member shall not invalidate the Meeting or any proceedings thereof;
 - e) recommended agendas are outlined in the Policies and Procedures.
- 8.4 A copy of the notice in Article 8.3 shall be sent by electronic means or by mail to all Associations who shall ensure that it is received by all Clubs.
- 8.5 If any business other than ordinary business, as defined in the Policies and Procedures is to be conducted at a Special General Meeting or a General Meeting, the notice given must provide sufficient detail to permit a Member or entity receiving the notice to have a clear understanding of that business.
- 8.6 A Special General Meeting or a General Meeting shall be presided over by:
- a) the President; or
 - b) a Vice-President, if the President is unable to preside as the Chair; or
 - c) one of the other Officers present at the Meeting, if none of the President or a Vice-President is able to preside as the Chair; or
 - d) another individual, if appointed by the Board.
- 8.7 If there is no individual entitled under Article 8.6 who is able to preside as the Chair of a General Meeting within fifteen minutes from the time set for holding the Meeting, the Voting Members who are present must elect an individual present at the Meeting to preside as the Chair.
- 8.8 Business, other than the election of the Chair of the Meeting and the adjournment or termination of the Meeting, must not be conducted at a General Meeting unless a quorum of Voting Members is present.
- 8.9 Subject to Article 8.10 (b), the quorum for the transaction of business at a General Meeting or Special General Meeting is ten Voting Members present (in person or by proxy) or ten percent of the Voting Members of the Society, whichever is greater.
- 8.10 If, within thirty minutes from the time set for holding a General Meeting or Special General Meeting, a quorum of Voting Members is not present:
- a) in the event of a Meeting convened on the requisition of Members, the Meeting is terminated; and

- b) in any other case, subject to the next sub-paragraph, the Meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned Meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned Meeting, the Voting Members who are present constitute a quorum for that Meeting;
- c) If the same place should not be available at the time specified above, the Board shall arrange for the Meeting to be held at that place at a time as close as possible to the original time and failing that shall arrange another place and time as close as possible to the adjourned time and shall immediately advise Members of the change.

8.11 Voting by Proxy

- a) Each Voting Member may appoint a single proxy holder to vote on their behalf;
- b) A proxy holder may represent more than one Voting Member, but must vote on every matter in accordance with the instructions provided by each individual Voting Member;
- c) a Voting Member is deemed present at a Meeting for which that Member has appointed a proxy holder and the proxy holder is present;
- d) it is the responsibility of each Voting Members to communicate with their proxy holder as they deem fit, the action or actions the proxy holder shall take, if any, for voting or abstaining to vote on any of the matters contained in the Notice of Meeting. Additionally, a proxy holder may be authorized to act or to refrain from acting at their discretion on any matters not covered by a proxy that may arise at the Meeting.
- e) Detailed proxy instructions and the proxy form are found in Appendix 3 to the Policies and Procedures.

8.12 A matter to be decided at a General Meeting or Special General Meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by Special Resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

8.13 The Chair of the Meeting may move, second or vote on a resolution.

8.14 In the event of a tie vote on a Resolution, the matter shall be deemed to have been defeated. The Chair shall not cast a second or deciding vote.

8.15 Only Voting Members in good standing twenty-one clear days prior to the date of any General or Special General Meeting shall be entitled to vote at that Meeting.

8.16 All Members of the Society whether or not Voting Members, are entitled to be present, make recommendations and be heard at any General or Special General Meeting.

- 8.17 When making its decisions the Board must take into account all recommendations, input and other comments from Members present unless the subject matter has previously been determined by vote in which case the Board is bound by the vote.

Article 9 Special Provisions for an Annual General Meeting

- 9.1 An Annual General Meeting shall be held at least once in every calendar year and shall, unless exceptional circumstances arise, be held no later than fifteen months after the last preceding Annual General Meeting.

Article 10 Policies and Procedures

- 10.1 Policies and procedures for the conduct of the affairs of the Society and establishment of policies, not inconsistent with these Bylaws, the Act or Regulations, may be made by ordinary resolution at any General Meeting.

Article 11 Use of Revenue

- 11.1 All revenue received or earned by the Society shall be used exclusively for its purposes and not for the gain of its Members.

Article 12 Remuneration of Members

- 12.1 These Bylaws do not permit the Society to pay to any Member remuneration for work undertaken on behalf of the Society.
- 12.2 The Society may, subject to the Societies Act, pay remuneration to a Member for goods and services provided by them to the Society in any capacity other than as a Member.

Article 13 Reimbursement of Expenses

- 13.1 A Member, upon submitting a claim in accordance with the Policies and Procedures of the Society, shall be reimbursed for all expenses reasonably and necessarily incurred when carrying out duties or conducting business for or on behalf of the Society. Such claim must be submitted no later than six months after the expenses have been incurred.
- 13.2 Policies and procedures covering reimbursement may be varied from time to time and shall be approved by an ordinary resolution of Members at a General Meeting.

Article 14 Financial Transaction Approvals

- 14.1 Any contract, financial instrument or other record to be authorized by the Society requires:
- a) signatures of any two Officers, or

- b) written agreement by any two Officers (Note: this clause is primarily intended to deal with authorizations undertaken by electronic means).

Article 15 Investment and Borrowing Powers

- 15.1 The Society may make any investments which a prudent investor might make. The Board may borrow money, issue bonds, debentures or other evidences of debt obligations at any time, to any person and for any consideration provided that the terms of the borrowing are determined by the Board to be those that a prudent borrower would make.
- 15.2 The Members may by Special Resolution redefine and/or restrict the borrowing powers of the Board.

Article 16 Indemnification

- 16.1 To the extent permitted by the laws of British Columbia, the Society shall indemnify any director or member or former member or director of the Society (each of whom is referred to in this Article individually as an “indemnatee”), against expenses actually and necessarily incurred by such indemnatee in connection with the defense of any action, suit, or proceeding in which that indemnatee is made a party by reason of being or having been such member or director unless such indemnatee shall have been judged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights conferred on the indemnatee as a member of the Society.
- 16.2 Expenses (including reasonable attorneys’ fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Society in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking satisfactory to it, by or on behalf of the indemnatee to repay such amount if it shall ultimately be determined that such indemnatee is not entitled to be indemnified hereunder.
- 16.3 The Society may purchase and maintain insurance on behalf of any person who is or was a member or director against any liability asserted against or incurred or arising out of such person’s status as such, whether or not the Society would have the power or obligation to indemnify such person against such liability under this Article.

Article 17 Notices

- 17.1 All notices to Members, whether voting or non-voting, may be sent by mail or by electronic means to the address provided to the Society for the receipt of each type of mail. Notices sent by mail shall be deemed to have been delivered on the tenth day of business after mailing and those by electronic means on the day following the day on

which they were sent. Additionally, such notices must be posted as soon as reasonably practicable on the Society's website.

- 17.2 A Member may at any time and in any manner waive their entitlement to notice provided the same complies with the Act and these Bylaws, and such waiver may be withdrawn at any time.

Article 18 Right to Receive Documents

18.1 The Constitution, Bylaws, and Policies and Procedures of this Society shall be published on the Society's website.

18.2 Any Member is also entitled to receive without charge, upon request to the Secretary, a written copy of the Constitution, Bylaws, and Policies and Procedures.

Article 19 Amendment and Alteration

19.1 These Bylaws may not be amended except by Special Resolution or as may be required by the Act or Regulations.

Article 20 Dissolution

20.1 The Society may be dissolved by Special Resolution provided that, for such resolution only, not less than sixty days' notice is given to all Members.

20.2 On dissolution, funds available after all liabilities and obligations have been discharged, shall be distributed pro rata amongst each individual Member who is, at the date the Special Resolution is passed, insured under the umbrella policy of The Canadian Square and Round Dance Society.