

# Bylaws of the Burnaby Velodrome Club

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### Part 1 — Interpretation

1. In these bylaws, unless the context otherwise requires:
  - "directors" means the directors of the society for the time being;
  - "Society Act" means the Society Act of British Columbia from time to time in force and all amendments to it;
  - "registered address" of a member means one or both of the member's physical address or email address as recorded in the register of members;
  - "society" means the Burnaby Velodrome Club.
2. The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
3. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.
4. Excepting as otherwise provided in these bylaws, the most recent edition of Robert's Rules of Order shall be used to determine proceedings at any meeting of the society, its directors, or a committee.
5. The members of the Burnaby Velodrome Club are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

6. A person may apply to the directors for membership in the Burnaby Velodrome Club and on acceptance by the directors is a member.

## **Part 2 — Membership**

7. A member shall be any person who joins the Burnaby Velodrome Club by completing and signing waiver or otherwise undertaking a program offered by the Club.
8. A person making application to become a member, or their parent or guardian should the member be under the age of 18, shall provide a valid email address as part of the membership application and agree that the Burnaby Velodrome Club may deliver notice of any general meeting or other information about the Burnaby Velodrome Club by email.
9. Any member may be nominated and take part in an election of directors for the Burnaby Velodrome Club.
10. Every member must uphold the constitution and comply with these bylaws.
11. The amount of the annual dues for different classes of membership must be determined by the directors including the date on which the amount is due and payable.
12. A person ceases to be a member of the Burnaby Velodrome Club
  - (a) by delivering his or her resignation in writing to the secretary of the Burnaby Velodrome Club or by mailing or delivering it to the address of the society,
  - (b) on his or her death or, in the case of a corporation, on dissolution,
  - (c) on being expelled, or
  - (d) on failing to pay fees required to be a member.
13. A member may be expelled by a special resolution of the members passed at a general meeting.
14. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
15. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
16. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

## **Part 3 — Meetings of Members**

17. General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.
18. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
19. The directors may, when they think fit, convene an extraordinary general meeting.

20. Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
21. 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.
22. An annual general meeting must 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.

#### **Part 4 — Proceedings at General Meetings**

23. Special business is
  - (a) all business at an extraordinary general meeting except the adoption of rules of order, and
  - (b) all business conducted at an annual general meeting, except the following:
    - (i) the consideration of the financial statements;
    - (ii) the report of the auditor, if any;
    - (iii) the report of the directors;
    - (iv) the election of directors;
    - (v) the appointment of the auditor, if required;
    - (vi) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
24. Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
25. If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
26. A quorum is 5 members present or a greater number that the members may determine at a general meeting.
27. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
28. Subject to these bylaws the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
29. If at a general meeting
  - (a) the president, vice president or another director is not present within 15 minutes after the time appointed for holding the meeting, or
  - (b) the president and all the other directors present are unwilling to act as the chair,the members present must choose one of their number to be the chair.

30. A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
31. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
32. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
33. A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
34. In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
35. A full member in good standing present at a meeting of members is entitled to vote and holds one vote.
36. Voting is by show of hands unless otherwise determined by the members present.
37. Voting by proxy is not permitted.
38. In the event that the Bylaws provide for corporate members, a corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

## **Part 5 — Directors and Officers**

39. The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
  - (a) all laws affecting the society,
  - (b) these bylaws, and
  - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
40. A bylaw or rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
41. The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.
42. The number of directors must be 5 or a greater number determined from time to time at a general meeting.
43. The term of a director expires at each annual general meeting upon the election of their successors.

44. A separate election must be held for each office to be filled.
45. The election of a Director may be by acclamation, otherwise it must be by ballot.
46. If a successor is not elected, the term of the person previously elected or appointed is continued.
47. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
48. The term of a director appointed to hold office expires at the next annual general meeting of the society but is eligible for election at the meeting.
49. If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
50. An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
51. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
52. A director must not be remunerated for being or acting as a director, but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

## **Part 6 — Proceedings of Directors**

53. The directors may meet at the places they think fit to conduct business and may adjourn and otherwise regulate their meetings and proceedings.
54. Notice of a meeting of the directors must be in writing and sent to each director of the society.
55. Notice of any meeting of the directors may be sent by regular mail or by email.
56. The directors or a committee may conduct business by electronic means and must confirm in the Minutes any motions or other business conducted electronically at the next meeting of the Directors
57. The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
58. The president is the 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 must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
59. A president may at any time convene a meeting of the directors and the secretary, on the request of a director, must convene a meeting of the directors.
60. The directors may delegate any, but not all, of their powers to one or more committees.

61. A committee appointed under bylaw 63 must have a majority of its members who are directors of the society.
62. A committee must conform to the Act, Bylaws, any lawful requirements, and any rules imposed on it by the directors.
63. Any committee must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
64. A directors of the society must designate a person as chair of the committee. At any meeting of the committee, if 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 must designate a member of the committee to act as chair.
65. The members of a committee may meet and adjourn as they think proper.
66. For the first meeting of directors held immediately following the election of directors at an annual or other general meeting of members, or at a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, so long as a quorum of the directors is present.
67. Questions arising at a meeting of the directors or a committee must be decided by a majority of votes.
68. In the case of a tie vote, the chair does not have a second or casting vote.
69. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
70. 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**

71. The president presides at all meetings of the society and of the directors.
72. The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
73. The vice president must carry out the duties of the president during the president's absence.
74. The secretary must do the following:
  - (a) conduct the correspondence of the society;
  - (b) issue notices of meetings of the society and directors;
  - (c) keep minutes of all meetings of the society and directors;
  - (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
  - (e) have custody of the common seal of the society;
  - (f) maintain the register of members.

75. The treasurer must
  - (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.
76. The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
77. If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under these bylaws.
78. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

#### **Part 8 — Seal**

79. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
80. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

#### **Part 9 — Borrowing**

81. 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 that power, by the issue of debentures.
82. A debenture must not be issued without the authorization of a special resolution.
83. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

#### **Part 10 — Auditor**

84. This Part applies only if the society is required or has resolved to have an auditor.
85. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
86. At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
87. An auditor may be removed by ordinary resolution.
88. An auditor must be promptly informed in writing of the auditor's appointment or removal.
89. A director or employee of the society must not be its auditor.
90. The auditor may attend general meetings.

## **Part 11 — Notices to Members**

91. Notice may be given to a member, either personally, by mail, or by email to the member at the member's registered address or email address.
92. A notice sent by mail is deemed to have been given on the second day following the day on which the notice was posted or sent by electronic means to the member.
93. Notice of a general meeting may be sent by regular mail or by email to the address or email address on record with the society.
94. Notice of a general meeting must be given to
  - (a) every member shown on the register of members on the day notice is given, and
  - (b) the auditor, if Part 10 applies.
95. No other person is entitled to receive a notice of a general meeting.

## **Part 12 — Bylaws**

96. On being admitted to membership, each member is entitled, without charge, to an electronic copy of the constitution and bylaws of the society.
97. The director may post, to a website available to members of the society, the constitution and bylaws of the society.
98. These bylaws must not be altered or added to except by special resolution.