

# BYLAWS OF THE VALLEY ROYALS TRACK & FIELD SOCIETY (the "Society")

April 3<sup>rd</sup>, 2020

## PART 1 - DEFINITIONS AND INTERPRETATION

- 1.1 In these Bylaws unless the context otherwise requires:
- (a) "Act" means the *Societies Act* of the Province of British Columbia as amended from time to time.
  - (b) "Board" means the directors of the Society.
  - (c) "Bylaws" means the Bylaws of the Valley Royals Track & Field Club as altered from time to time.
  - (d) "Directors" means the Directors of the Society for the time being.
  - (e) "Executive" means the Executive committee of the Board as further described in (6).
  - (f) "Individual member" means any individual accepted for membership in the Society, who is actively training and/or competing. The family of an individual member has one vote at the annual general meeting. A family with more than one individual member is still entitled to only one vote at the annual general meeting.
  - (g) "Associated member" means any person over the age of 19 years who is a supporter of the society and is entitled to a vote at the annual general meeting.
  - (h) "Honorary member" means any person or corporation granted membership by the board of directors in recognition of outstanding community effort put forth in pursuing the goals of the society. Such membership shall not be granted to any person who is actively involved in track and field competition within the society. An honorary membership will have a term of one year.
  - (i) "Society" means the Valley Royals Track and Field Club
- 1.2 The definitions in the Act apply to these Bylaws.
- 1.3 Words importing the singular include the plural and vice versa; and words importing the male person include a female person and a corporation.
- 1.4 If there is a conflict between these Bylaws and the Act or the Regulations under the Act, as the case may be, the Act and its Regulations prevail.

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### PART 2 - MEMBERS

2.1 A person may become a member in the Society upon payment of their Membership Registration Fee to the Valley Royals Track & Field Club.

2.2 Every member must uphold the Constitution of the Society and comply with these Bylaws.

2.3 All members are voting members except for honorary members.

2.4 Annual membership dues are collected at the time of initial registration and are included in the athlete's membership fee. The amount of membership dues shall be determined by the Board from time to time.

2.5 In addition to membership fees referred to above, each member is required to participate in both fundraising and volunteer time commitment.

(a) Fundraising is an integral part of every non-profit society. In order to maintain reasonable fees, FRVTC must ensure that substantial amounts are raised through fundraising. Individual members are required to fundraise an amount per calendar year according to the amount specified on the Valley Royals Website for the specific Membership the member has selected. A 50% fundraising deposit, in the form of a post dated cheque for December 31st, will be returned to each member that fulfills their fundraising expectation or if paying online by credit card, the 50% fundraising "deposit" amount will not be charged to the credit card of each member that fulfills their fundraising expectation within the calendar year. (This 50%-dollar amount can also be paid as an Opt-Out Payment by those who do not wish to fundraise. The Opt-Out Payment is not eligible for a tax receipt because it fulfills an obligation and is therefore not a gift) Only the **PROFIT** raised through fundraising efforts will be credited to the annual fundraising obligation. Fundraising options include but are not limited to chocolate sales, Neufeld Farms frozen food, recycling, silent auction at the year end banquet, obtaining sponsorships and advertising. **For families with more than one athlete training**, the fundraising commitment will be the full dollar amount for the athlete with the highest dollar amount on their fundraising expectation and the reduced "additional athlete" dollar value, specified on the Valley Royals Website, for each additional athlete from the same family. Fundraising is tracked and athletes can receive fundraising credits that can be used to pay entry fees or toward the following year's Club Membership provided it is purchased before the credits expire on December 31st each year. Fundraising credits cannot be carried forward into the next calendar year.

(b) Volunteers are essential to the operation of the club. Volunteer time is implemented to keep operating costs affordable. Family members, relatives, friends and/or the athlete are able to fulfill the volunteer time requirement. Volunteer hours, as listed on the Valley Royals Website by Membership Package, are required annually and include meet hosting, organizing or helping with a fundraising event, organizing social functions. **For families with more than one athlete training** the volunteer hours will be the full amount of hours for the athlete with the highest number of hours on their volunteer hours expectation, each additional athlete from the same family will have the reduced "additional athlete" number of hours, specified on the Valley Royals Website. A post dated deposit cheque for \$200 for the volunteer time will be returned as the commitment is fulfilled within the calendar year or if paying online by credit card, \$200 will not be charged to the credit card of each member that fulfills their

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volunteer hours expectation within the calendar year. Volunteer hours are tracked must be completed by December 31st each year. Volunteer hours cannot be carried forward into the next calendar year.

2.7 A member is not in good standing if the member fails to pay his annual membership dues and he is not in good standing for so long as the debt remains unpaid. A member not in good standing shall not be entitled to receive the benefits of coaching staff, Society's facilities or participate in any track or field competition as a member of the society until the membership dues are paid in full.

**A member not in good standing may not vote**

2.8 A voting member who is not in good standing

(a) may not vote at a general meeting, and

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of voting members.

2.9 A person shall cease to be a member of the Society:

(a) by notifying the Board in writing to that effect;

(b) on his death;

(c) on being expelled; or

(d) on having been a member not in good standing for 6 consecutive months.

2.10 Subject to 2.11, the Board may, by an affirmative vote of 5 or more of those directors present at a duly convened meeting to consider a member for suspension or expulsion, so suspend or expel any member whose conduct is, in the determination of the Board, improper, unbecoming, or in conflict with the interest or reputation of the Society, which for clarity includes willful breach of the Constitution, Bylaws, or any rules and regulations of the Society.

2.11 No member shall be expelled or suspended without first being notified of the charge or complaint against him and provided an opportunity to be heard by the Directors at a meeting of the Board called for that purpose.

**PART 3- GENERAL MEETINGS OF MEMBERS**

3.1 A general meeting of the Society must be held at a time and place the Board determines within the calendar year.

3.2 The Board may, when they deem fit, convene an extra-ordinary general meeting.

3.3 Written notice of the date, time and location of a general meeting must be sent to every member at least 14 days prior to the meeting but not more than 60 days before the meeting. "Written" means any mode of representing or reproducing words in written form including printing, typewriting, photography electronic mail, website and fax.

3.4 Unless the Bylaws give specific direction on a matter, "Perry's Call to Order Meeting Rules" shall apply at any general, annual or extra-ordinary meeting.

3.5 At a general meeting, the following business is ordinary business:

- a) adoption of rules of order;
- b) consideration of the reports, if any, of the directors or auditor;
- c) consideration of any financial statements of the Society presented to the meeting;
- d) election or appointment of the Directors;
- e) appointment of auditor, if any;
- f) business arising out of a report of the Directors not requiring the passing of a special resolution.

3.6 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving notice to form a reasoned judgment concerning that business.

3.7 The following individual is entitled to preside as the Chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as Chair;
- (b) if the Board has not appointed an individual to preside as the Chair or the individual appointed by the Board is unable to preside as the chair,
  - (i) the President,
  - (ii) the Vice-President, if the President is unable to preside as the Chair, or
  - (iii) one of the other Directors present at the meeting, if both the President and Vice-President are unable to preside as the Chair.

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3.8 If there is no individual entitled under these Bylaws who is able to preside as the Chair of a general meeting within 15 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 Chair.

3.9 Business, other than the election of the Chair of the meeting and the adjournment or termination of the meeting must not be transacted at a general meeting unless a quorum of voting members is present.

3.10 The quorum for the transaction of business and ordinary resolutions at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

3.11 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present in the case of a meeting convened on the requisition of members, the meeting is terminated.

3.12 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or suspended.

3.13 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than the business left unfinished at the adjourned meeting.

3.14 When a general meeting is adjourned for ten (10) days or more, notice of a continuation of an adjourned general meeting shall be given as in the case of the original meeting.

3.15 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - (i) receive the report of the Directors on the financial statements of the Society for the previous financial year, and the Auditor's report, if any, on those statements,
  - (ii) receive any other reports of Directors' activities and decisions since the previous annual general meeting,

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(iii) elect or appoint Directors and

(iv) appoint an Auditor, if any;

(g) deal with new business, including any matters about which notice has been given to members in the notice of meeting;

(h) terminate the meeting.

3.16 At a general meeting, voting must be by show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the Chair of the meeting, voting must be by secret ballot.

3.17 The Chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

3.18 Voting by proxy is NOT permitted.

3.19 A matter to be decided at a 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 ordinary resolution.

3.20 Special resolution requires passage by 2/3 of voting members present at a general meeting.

3.21 10% of voting members may requisition a general meeting and 5% of voting members may request that a matter be put on the agenda of an AGM.

3.22 The Secretary must, within 30 days after an annual general meeting is held, file with the BC Registrar an annual report that indicates the date on which the meeting was held.

**PART 4 - DIRECTORS**

4.1 Subject to the Act, its Regulations and the Bylaws, the Directors of the Society manage, or supervise the management of, the activities and the internal affairs of the Society. The business of the Society shall be carried on by the Board who shall interpret the Constitution and Bylaws, and may exercise all such powers and do all such acts and things as 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:

(i) all laws affecting the Society:

(ii) these Bylaws;

(iii) rules, not being inconsistent with these Bylaws and not being inconsistent with the Act and its Regulations, made from time to time by this Society in a general meeting.

(b) The powers of the Directors shall include the power to make such rules and regulations as they deem necessary in their absolute discretion to facilitate the functioning of the Society, subject to the approval of the members at the next following general meeting, and such rules and regulations are binding on the members and those participating in the Society's programs.

(c) No rule made by the Society in general meeting invalidates a prior act of the Director's that would have been valid if that rule had not been made.

4.2 The number of Directors of the Society shall be fixed at seven (7). No act or proceeding of the Board is invalid only by reason of there being less than the prescribed number of Directors in office, as long as there are more than 3 at any time to comply with the Act.

4.3 At each annual general meeting. The voting members entitled to vote for the election or appointment of the Directors must elect or appoint the Board.

4.4 The Board may, at any time, appoint a member as a Director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity or expulsion of a member. A Director appointed by the Board to fill a vacancy ceases to be a Director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

4.5 A person must not be a Director of the Society if the person is not qualified under Section 44, "Persons Qualified to be Directors", of the Act and the Bylaws to be Director. Section 44(3) of the Act states that an individual is not qualified to be a Director of a Society if the individual is:

(a) found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs,

(b) an undischarged bankrupt, or

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(c) convicted in or out of British Columbia of an offence in connection with the promotion, formation of management of a corporation or unincorporated entity, or an offence involving fraud

A Director who is not, or who ceases to be, qualified under either Section 44 of the Act or the Bylaws to be Director must promptly resign.

4.6 Prior to allowing their names to stand for election to the Board, a member must submit consent to serve as a Director in writing, as well as allow a search for undischarged bankruptcies and a criminal record check in order to verify that they are qualified under Section 44 of the Act.

4.7 A person is qualified to be a Director of the Society if the person is an individual who is at least 18 years of age, is a member in good standing with the Society and meets the criteria set out in 4.5 and 4.6.

4.8 A Director of the Society who intends to resign must give his notice of resignation in writing and such resignation will take effect on receipt of the notice or on the date in the notice.

4.9 Directors shall retire from office at the annual general meeting which terminates their respective elected term, at which time, the vacated position shall be refilled. The Director can let their name stand for re-election at that time if they wish.

4.10 A Director of the Society, must, when exercising the powers and performing the functions of a director of the Society,

(a) act honestly and in good faith with a view to the purposes and 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 the Act and its Regulations and these Bylaws,

(d) act in a professional and courteous manner at all times in all interactions, written or otherwise, with all other members of the Society.

4.11 A Director has a fiduciary duty to act in the best interests of the Society and may be personally liable for unauthorized distribution of society money or other assets. A Director may be relieved of liability if they reasonably relied on professional advice and, in the circumstances of the case, acted honestly and reasonably.

4.12 A Director may be removed from the Board if evidence of unprofessional conduct, subject to 2.10, is demonstrated. Removal from the Board can be by an affirmative vote of 5 or more of those Directors present at a duly convened meeting to consider a member for suspension or expulsion.



**PART 5 - DIRECTORS' MEETINGS**

5.1 The Board shall meet as they deem fit to manage the affairs of the Society but at least six (6) times a year. A Director's meeting may be called by the president or by any 2 other Directors.

5.2 A Director may at any time request a meeting of the Board, and the Board shall, upon receipt in writing of such request convene a meeting of the Directors. At least 2 days notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice.

5.3 The accidental omission to give notice of a director's meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at a meeting.

5.4 The Directors may regulate their meetings and proceedings as they think fit.

5.5 The quorum for the transaction of business at a Director's meeting is a majority of the Directors.

5.6 The Directors of the Society may pass a Directors' resolution, without a meeting, if all of the Directors consent to the resolution in writing including email.

5.7 Questions arising at any meeting of the Directors, the Executive or a committee established by the Directors shall be decided by a majority vote. In the case of an equality of votes, the Chairperson does not have a second or casting vote.

5.8 The Directors may carry out their functions through committees. Such committees shall have a liaison Director on the committee who shall co-ordinate the function of the committee and, on behalf of the committee, report back to the Board for ratification, information or decision. Any committee formed by the Board shall these Executive Positions:

(a) conform to any rules and regulations from time to time imposed by the Board

(b) meet and adjourn as they think proper

**PART 6 – BOARD POSITIONS**

6.1 All Directors shall be separately elected for each office from among the Directors by majority vote at the first meeting of the Directors immediately following their election by the membership at the annual general meeting, and include:

- (a) President
- (b) Vice-President
- (c) Secretary
- (d) Treasurer

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as Directors at large.

6.3 Each elected Director, shall be elected for a term of two (2) years staggered as follows:

(a) Roughly one half of the Director positions will be elected in a particular year and the remaining positions elected in alternate years.

(b) Directors may stand for re-election after a 2-year term but must continue to be eligible to serve and comply with 4.5 and 4.6.

6.4 The President is the Chair of the Board and is responsible for supervising the other Directors in the execution of their duties.

6.5 The Vice-President is the Vice-Chair of the Board and is responsible for carrying out the duties of the President if the President is unable to act.

6.6 The Secretary is responsible for doing, or making the necessary arrangements for the following:

- (a) issuing notices of General Meetings and Directors' meetings;
- (b) taking minutes of General Meetings and Directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the Registrar under the Act.
- (f) maintain the register of members

6.7 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary at the meeting.

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6.8 The Treasurer is responsible for doing, or making necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members and other sources.
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

**PART 7- REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

7.1 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. These expenses include but are not limited to: travel or meeting expenses when representing the Society, photocopying and other office related expenses.

7.2 The majority of the Directors must not be employed by or under contract for services to, or on behalf of the Society.

7.3 A Director must disclose a potential conflict of interest for remuneration by or on behalf of the Society for services provided by the Director to the Society and/or BC Athletics and/or Athletics Canada in another capacity. Any such Director shall

(a) be restricted from voting on agenda items that directly involve the services that he provides to or on behalf of the Society.

(b) provide transparent accounting of services rendered on behalf of the society including individual invoices and receipts.

7.4 A contract or other record to be signed by the Society must be signed on behalf of the Society

(a) by the President, together with one other Director

(b) if the President is unable to provide a signature, by the Vice-President together with one other Director,

(c) if the President and Vice-President are both unable to provide signatures, by any 2 directors,  
or

(d) if (a) (b) or (c) unavailable, by two or more individuals authorized by the Board to sign the record on behalf of the Society.

**PART 8 – SOCIETY RECORDS**

8.1 All records of the Society may be inspected by any member at any reasonable time at the place at which such books and records shall be normally kept upon written request by that member.

8.2 All records are to be kept in accordance to “Division 2- Society Records” of the Act.

**PART 9 – SEAL**

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

9.2 The common seal of the Society shall not be affixed to any document or instrument unless authorized by the directors and then only by and in the presence of such officers as the director may authorize and such persons as shall be authorized to affix the seal of the society, shall sign every instrument to which the seal is affixed in their presence.

**PART 10 – FINANCE**

10.1 In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, decide and without limiting to the foregoing, the Society may issue debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Society's present or future property, and to purchase, redeem or discharge any such security; provided that debentures shall not be without the authority of a Special Resolution of the Society.

10.2 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 11 – AUDITOR**

- 11.1 This part applies only where the Society is required or has resolved to have and auditor.
- 11.2 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
- 11.3 At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected, or his successor is elected at the next annual general meeting.
- 11.4 An auditor may be removed by special resolution.
- 11.5 An auditor shall be promptly informed in writing of appointment or removal.
- 11.6 No director and no employee of the Society shall be auditor.
- 11.7 The auditor may attend general meetings
- 11.8 The directors shall present before the members of the Society at the annual general meeting a financial statement showing the income and expenditure, assets and liabilities of the Society during the preceding fiscal year; the said financial statement shall be signed by two or more directors or by the Society's Auditor.



**PART 12- BYLAWS**

12.1 On being admitted to membership, each member is entitled to and the Society shall give him, an electronic copy of the Constitution and Bylaws of the Society in PDF format.

12.2 The Bylaws of the Society may be amended at any general annual meeting or special meeting of the Society by special resolution adopted by a two thirds (2/3's) percent majority vote of the members of the Society present at any general, annual or special meeting.

**PART 13-PROVISIONS THAT WERE PREVIOUSLY UNALTERABLE**

13.1 Dissolution clause:

- a) In the event of winding-up' or dissolution of the society, funds and assets remaining after payment of all debts and satisfaction of all liabilities shall be assigned or transferred to such organization or organizations promoting comparable aims and purposes as outlined in the Constitution, as may be determined by the members of the society at the time of winding-up or dissolution. **This provision was previously unalterable.**
  
- b) If effect cannot be given to the aforesaid provisions, then such assets shall be assigned or transferred to such other organizations or organizations, provided however, that such organizations shall be a registered charity recognized by Revenue Canada Taxation from time to time in effect, as may be determined by the members of the society at the time of winding-up or dissolution. **This provision was previously unalterable.**

13.2 The purposed of the society shall be carried our without purpose of financial gain for its members and any profits or other accretions to the society' shall be used exclusively for promoting the purposes of the society as set out herein. **This provision was previously unalterable.**