

SOCIETIES ACT

CONSTITUTION

BULKLEY VALLEY QUAD RIDERS SOCIETY

1. The name of the Society is "Bulkley Valley Quad Riders Society" (herein elsewhere referred to as the Society).
2. The purpose of the Society will be:
  - a. To encourage and promote safe and environmentally sensitive use of various All Terrain Vehicles (ATV) and to arrange recreational trail rides and expeditions.
  - b. To increase the knowledge of members of the Society as well as the general public regarding the sport and potential of ATV's.
  - c. To endeavour to create and maintain scenic routes and trails for responsible public use.
  - d. To expand the Society membership by welcoming all ATV riders who practice safe and responsible riding.
  - e. To hold various functions for all levels of user abilities and set a positive image through community service.
  - f. To hold conferences, meetings and exhibitions pertaining to ATVs.
  - g. To purchase, acquire or take by lease or license for objects of the Society and the furtherance of its objects to sell, mortgage, lease or otherwise dispose of any real or personal property.
  - h. To set an exemplary standard for ATV use by all club members.
  - i. To encourage members to own and wear a helmet.
  - j. To promote the enhancement of public safety with the use of ATVs and use of trail systems. This will be accomplished through the maintenance of safe trails and use of signage where appropriate to ensure the safety of all users of our trails to the best of our abilities.
3. The operations of the Society are to be carried on chiefly in and around the municipality of Smithers, in the Province of British Columbia, Canada. This provision is alterable.
4. Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges, and expenses which are properly incurred in the winding up shall be distributed to such charitable organization or organizations having a similar charitable purpose as may be determined by the members of the Society at the time of winding up or dissolution. This provision shall be unalterable.

## SOCIETIES ACT

### BYLAWS OF BULKLEY VALLEY QUAD RIDERS SOCIETY

#### I. INTERPRETATION

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 British Columbia from time to time in force and all amendments to it;
  - c. "registered address" of a member means the member's address as recorded in the register of members.
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.

#### II. MEMBERSHIP

1. The members of the Society 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.
2. Membership to the Society shall be open to anyone who agrees to comply with the Societies constitution, by-laws, ethics, goals and liability responsibilities.
3. "Primary Member" shall be the principal ATV owner.
4. "Spouse, partner voting member" shall be related or associated with the primary member.
5. "Youth non-voting member" shall be of age 18 or younger.
6. "Associated non-voting member" is any other outdoor recreation club or society with similar objectives.
7. Youth members under the age of 18 shall be accompanied by a primary member or approved guardian member at all Society activities and functions.
8. Membership period will be of a one calendar year from January 1 to December 31.
9. A member may be expelled by a special resolution of the members passed at a general meeting.
  - a. Grounds for expulsion include but are not limited to deliberate and/or repeated actions contravening the Society's constitution and/or Etiquette policies.
  - b. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - c. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at a general meeting before the special resolution is put to a vote.
10. Voting members in good standing will have complete authority to vote at all meetings on any given issue(s).
11. Club membership fees shall be determined by the discretion and opinion of the board of directors at the annual general meeting

and will be effective through the fiscal year running January 1 to December 31 pending approval of the general membership body.

12. A person ceases to be a member of the Society
  - a. By delivering his or her resignation in writing to the secretary of the Society 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.
  - d. On having been a member not in good standing for 12 consecutive months.
13. 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.

### III. MEETINGS OF MEMBERS

1. General meetings of the society will be held on the second Wednesday of the month at a place that the directors decide, in accordance with the Society Act. No meetings will be scheduled for December or January.
2. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
3. The directors may, when they think it fit, convene an extraordinary general meeting.
4. 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.
5. Any and all issues can be voted into policy providing the presence of two members of the board of directors, one of whom must be the President or Vice President, and a quorum are present.
6. Two weeks' notice shall be given for any special meeting by posting on the society's web page or announced at the previous monthly meeting.
7. Special meetings are any meetings in which an election is to be held or amendments to the bylaws are contemplated.
8. Special meetings may be called at the written request of 10% of the membership or ten members.
9. 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.
10. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that 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.

### IV. PROCEEDINGS AT GENERAL MEETINGS

1. 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 for the following:
  - i. The adoption of rules of order;
  - ii. The consideration of the financial statements;
  - iii. The report of the directors;
  - iv. The minutes of the board of directors meeting, if any;
  - v. The report of the auditor, if any;
  - vi. The election of directors;
  - vii. The appointment of the auditor, if required;
  - viii. 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.
2. 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.
3. 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.
4. A quorum is three members present or 10% of the membership, whichever is greater.
5. 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.
6. Subject to bylaw IV(7), 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.
7. If at a general meeting
  - a. There is no president, vice president or other director 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.
8. 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.
9. 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.
10. 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.
11. A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
12. 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.

13. A member in good standing present at a meeting of members is entitled to one vote.
14. Voting is by show of hands.
15. Voting by proxy is not permitted.
16. A corporate member may vote by its authorized representative, how 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.
17. A motion for a secret ballot, if seconded, must be put to the chair for discussion and a vote by the voting membership present. Such a motion will require a clear 2/3 vote to pass. The chair may vote to pass or defeat the motion.
18. The chairman may put a motion for reconsideration of a motion passed or defeated at the last previous general meeting, if seconded, it will require a clear 2/3 vote to pass.

#### V. DIRECTORS AND OFFICERS

1. 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. By 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.
2. A 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.
3. The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.
4. The number of directors must be 5 or a greater number determined from time to time at a general meeting.
5. The directors must retire from office at each annual general meeting when their successors are elected.
6. Separate elections must be held for each office to be filled.
7. An election may be by acclamation, otherwise it must be by ballot.
8. If a successor is not elected, the person previously elected or appointed continues to hold office.
9. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
10. A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
11. If a director resigns his or her office to otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
12. An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

13. 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.
14. 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.
15. No member of the board of directors may hold any one position for more than three consecutive terms unless open nominations for eligible candidates for the position are unsuccessful.

#### VI. PROCEEDINGS OF DIRECTORS

1. The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
2. The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum three members of the board of directors.
3. 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.
4. A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
5. The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
6. A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and 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.
7. A committee must 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 must choose one of their number to be the chair of the meeting.
8. The members of a committee may meet and adjourn as they think proper.
9. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for 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, if a quorum of the directors is present.
10. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex, cable, email or text, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

- a. A notice of meeting of directors is not required to be sent to that director, and
  - b. Any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
11. Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
  12. In the case of a tie vote, the chair does not have a second or casting vote.
  13. 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.
  14. 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.

#### VII. DUTIES OF OFFICERS

1. The president presides at all meetings of the society and of the directors.
2. The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
3. The president shall have the primary responsibility for all legal and financial affairs, including signing authority of the society.
4. The president will be considered and ex officio officer of any subcommittee.
5. The president shall be the official spokesperson of the society, representing the policies, views and opinions of the society in its relations with the public, all governments and authorities.
6. The vice president must carry out the duties of the president during the president's absence.
7. The vice president shall be responsible to be current of all affairs affecting the society.
8. 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.
9. 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.
  - c. Co-sign any cheques written on the society's accounts.
10. The treasurer shall consent to a financial audit not less than annually by persons or a committee appointed by the board of directors and agreed to by the general membership body.
11. The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

12. 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 bylaw V(4).
13. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

#### VIII. SEAL

1. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
2. 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 not persons are specified, in the presence of the president and secretary or president and secretary treasurer.

#### IX. BORROWING

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 that power, by the issue of debentures.
2. A debenture must not be issued without the authorization of a special resolution.
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.

#### X. AUDITOR

1. This part applies only if the society is required or has resolved to have an auditor.
2. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
3. 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.
4. An auditor may be removed by ordinary resolution.
5. An auditor must be promptly informed in writing of the auditor's appointment or removal.
6. A director or employee of the society must not be its auditor.
7. The auditor may attend general meetings.

#### XI. NOTICES TO MEMBERS

1. A notice may be given to a member, either personally or by mail/e-mail to the member at the member's registered address.
2. A notice by mail/e-mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle/sent from a directors e-mail box.
3. Notice of a general meeting must be given to every member shown on the register of members on the day notice is given, and the auditor if part X applies.
4. No other person is entitled to receive a notice of a general meeting.

## XII. BYLAWS

1. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
2. A copy of the constitution and bylaws of the society will be posted on the society's web page.
3. These bylaws must not be altered or added to except by special resolution.
4. Any amendment to these bylaws requires an affirmative vote of two-thirds of the eligible voting members present at a general meeting.