

Proposed

Bylaws of the Victoria Bluegrass Association (the "Society")

[[yellow indicates a comparison with the current ("old") VBA Bylaws (2001, amended 2003 and 2006)]]

[[blue indicates a comparison with the 2003 and 2006 amendments....sections that previous Boards felt compelled to change]]

[[pink indicates recommended additions]]

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions (different than old 'Part 1')

1.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application. (old 3 and 4)

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws. (old 5)

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board. (old 6)

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid. (old 9)

Member not in good standing may not vote

2.5 A voting member who is not in good standing (not in old)

- (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 the voting members.

Termination of membership if member not in good standing

2.6 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months. (not in old)

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines. (old 10)

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business: (similar to old 15)

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

Notice of special business

3.3 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 the notice to form a reasoned judgment concerning that business. (old 13(1))

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting: (old 18)

- (a) the individual, if any, appointed by the Board to preside as the 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.

Alternate chair of general meeting

3.5 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 the chair. (old 19)

Quorum required

3.6 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. (old 16(1))

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater. (old amended 16(3))

Lack of quorum at commencement of meeting

3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present, (old 16(2) and 17))

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

Model Bylaws (Societies Regulation 2015, Schedule 1)

- (b) in any other case, 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.

If quorum ceases to be present

- 3.9** 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 terminated.
(not in old)

Adjournments by chair

- 3.10** 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 business left unfinished at the adjourned meeting. (old 20(1))

Notice of continuation of adjourned general meeting

- 3.11** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given. (old 20(2) and 20(3))

Order of business at general meeting

- 3.12** The order of business at a general meeting is as follows: (not in old)
- (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 directors' report 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,
 - (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 the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

3.13 At a general meeting, voting must be by a 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 a secret ballot. (old 22(2))

Announcement of result

3.14 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. (not in old)

Proxy voting not permitted

3.15 Voting by proxy is not permitted. (old 22(3))

Matters decided at general meeting by ordinary resolution

3.16 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 an ordinary resolution. (not in old)

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 3 and no more than 11 directors. (old amended 25(2) and 44(2))

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board. (similar to 26(2))

Directors may fill casual vacancy on Board

Model Bylaws (Societies Regulation 2015, Schedule 1)

4.3 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 of a director during the director's term of office. (old 27(1) and 28(1))

Term of appointment of director filling casual vacancy

4.4 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. (old amended 27(2), except length of term not mentioned)

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any 2 other directors. (similar to old 31(4))

Notice of directors' meeting

5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period. (not in old)

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting. (not in old)

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they think fit. (not in old, but replaces many sections in old 31-39)

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors. (old 31(2))

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position: (similar to old 25(1))

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

Directors at large

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. (not in old)

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties. (old 40(2))

Role of vice-president

6.4 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. (old 41)

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following: (similar to old 42)

- (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.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting. (old 45)

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following: (similar to old 43)

Model Bylaws (Societies Regulation 2015, Schedule 1)

- (a) receiving and banking monies collected from the members or 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

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity. (old 30)

Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society (not in old)

- (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 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 – MISCELLANEOUS

Bylaws

8.1 These bylaws must not be altered or added to except by special resolution.

8.2 The assets remaining after proper dissolution of the society shall be distributed to one or more like-minded organizations within British Columbia as determined by the directors at the time of dissolution.