



**T.K. SPARKS**

## **Bylaws of Kelowna All-Star Cheer Society**

### **PART 1 — DEFINITIONS AND INTERPRETATION**

#### **Definitions**

1.1 In these Bylaws:

“**Act**” means the Society Act of British Columbia from time to time;

“**AGM**” means the Society's Annual General Meeting

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time.

“**Members**” refer to Full Members and Associate Members unless otherwise noted

“**Registered address**” of a member means the member's address as recorded in the register of members.

“**Society**” refers to the Kelowna All-Star Cheer Society.

#### **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**

#### **Types of Membership**

2.1 There shall be two categories of membership in the Society:

1) Full Members

a) An athlete over the age of majority in the province of British Columbia enrolled for participation in one or more programs offered by the Okanagan Firestorm Cheerleading.

b) One designated parent or legal guardian of an athlete under the age of majority in the province of British Columbia enrolled for participation in one or more programs offered by the Okanagan Firestorm Cheerleading.

- c) An athlete over the age of majority in the province of British Columbia previously enrolled for participation in one or more programs offered by the Okanagan Firestorm Cheerleading and who currently holds a position on the Board of Directors of the Kelowna All-Star Cheer Society.
  - d) A parent or legal guardian of an athlete under the age of majority in the province of British Columbia previously enrolled for participation in one or more programs offered by the Okanagan Firestorm Cheerleading and who currently holds a position on the Board of Directors of the Kelowna All-Star Cheer Society.
  - e) Each Full member shall have one vote and is entitled to hold the office as a Director.
- 2) Associate Members
- a) Are not entitled to hold office as a Director and are not entitled to vote
  - b) May attend meetings, offer input, and sit on committees

### **Application for Membership**

- 2.2 Membership must be applied for on an annual basis. On acceptance by the Board, membership is granted.

### **Duties of Members**

- 2.3 Every member (both full and associate) must uphold the constitution and comply with these bylaws.

### **Amount of Membership Dues**

- 2.4 The amount of the first annual membership dues for both full and associate members shall be determined by the Board. Thereafter increases to the membership dues must voted on at the Annual General Meeting of the Society.
- a) All membership dues received and processed by the Society are non-refundable.

### **Members Not in Good Standing**

- 2.5 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; or

- d) On having not paid membership dues within 30 calendar days of their due date.

### **Expelling a Member**

- 2.6 A member may be expelled by the passing of a special resolution at a general meeting.
  - a) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
  - b) The person who is the subject of the proposed resolution for expulsion must be provided with written notice of the proposed expulsion, including reasons and must be given an opportunity to be heard at the general meeting prior to the special resolution being put to a vote.

### **Member Not in Good Standing May Not Vote**

- 2.7 A full 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

## **PART 3 — GENERAL MEETINGS OF MEMBERS**

### **Time and Place of General Meeting**

- 3.1 General meetings of the society must be held at the time and place the Board determines.
  - a) Written notice of a general meeting must be made 14 days before the meeting and must specify the place, day and hour of the meeting.
    - i) Written notice must include the text of any special resolution to be submitted to the meeting.
    - ii) As per Section 77(2) of the BC Societies Act, electronic notification may be used where membership exceeds 250 members, as outlined within this section.
  - b) 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.
  - c) 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 and no later than June 1<sup>st</sup>.

### **Ordinary Business at General Meeting**

3.2 At a general meeting the following business is ordinary business:

- 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 judgement concerning that business.

### **Chair of General Meeting**

3.4 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 the chair;
- b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unavailable 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 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 chair.

### **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 unless a quorum of voting members is present.

### **Quorum For General Meetings**

- 3.7 The quorum for the transaction of business at a general meeting is 4 voting members or 10 percent of the voting members, whichever is greater.

### **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:
- a) In the case of a meeting convened on the requisition of members, the meeting is terminated.
  - 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 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.

### **Adjournment by Chair**

- 3.10 The chair of a general meeting may, or if so directed by the voting members at the meeting, 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.

### **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 the 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.

### **Order of Business at General Meeting**

3.12 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 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:
- h) including any matters about which notice has been given to the members in the notice of meeting;
- i) 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, two (2) or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must then be by a secret ballot.

### **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.

### **Proxy Voting Is Permitted**

3.15 Voting by proxy is permitted.

- a) The approved proxy form must be completed and signed by the voting member and the proxy holder named must also be a voting member.
- b) The completed and signed proxy form must be received by the secretary seven (7) days prior to the general meeting.
- c) The proxy is only valid for the general meeting for which the appointment was given or any adjournment of that meeting.
- d) The proxy can be revoked at any time.

### **Matters Decided at General Meeting by Ordinary Resolution**

3.16 A matter to be decided at a general meeting shall 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.

## **PART 4 — DIRECTORS**

### **Number of Directors on Board**

4.1 This Society must have no fewer than 3 and no more than 6 directors.

- a) Directors include the positions of President, Vice President, Secretary, and Directors at Large and will comprise the Board.
- b) The positions of President, Vice President, Treasurer and Secretary shall not be held by members within the same household at the same time.

### **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.

- a) The directors must retire from office at the annual general meeting when their successors are elected.
- b) An election may be by acclamation; otherwise, it must be by ballot.

### **Directors May Fill Casual Vacancy on Board**

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.

- a) 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.

#### **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 but is eligible to be elected into the position.

#### **Directors Term of Office**

- 4.5 Directors' term of office on the Board is two (2) years and the directors will retire in rotation. The President, Secretary and one (1) At-large positions will be elected at one rotation and the Vice President, Treasurer and one (1) At-Large positions on the following rotation.
  - a) The term of office for the first President, Secretary and one (1) At-Large positions of the Society shall be 3 years to establish the rotation.

#### **Nominations of Directors**

- 4.6 The Board must send out a notice via email to all members at least 6 weeks prior to the date of the annual general meeting requesting nominations for the retiring director positions.
  - a) Nominations must be submitted to the President by email no later than four (4) weeks prior to the annual general meeting.
  - b) Self-nominations will not be accepted.
  - c) Persons nominated must be deemed to be qualified as per Section 44 of BC Societies Act.

#### **Removal of a Director from the Board**

- 4.7 The voting members of the Society may, by way of special resolution at a general meeting, remove a director, before the expiration of his or her term of office and may elect a successor to complete the term of office.

### **PART 5 — BOARD MEETINGS**

#### **Calling Directors' Meetings**

- 5.1 A board meeting may be called by the president or by any two (2) other directors.

#### **Notice of Directors' Meeting**



- 5.2 At least two (2) days notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.
- a) For a first meeting of directors held immediately following the appointment or election directors at an annual general meeting, or for a Board meeting during which a director is appointed to fill a vacancy, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors if a quorum of the directors is present.

### **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.

### **Minimum Number of Meetings**

- 5.4 The Board of Directors shall hold a minimum of three (3) meetings per year.

### **Conduct of Directors' Meetings**

- 5.5 The directors may regulate their meetings and proceedings as they think fit.

### **Quorum of Directors**

- 5.6 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

### **Chair of Board of Directors Meetings**

- 5.7 The president is the chair of all meetings, but if at a meeting the president is not present within 15 minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be the chair at that meeting.

### **Sub-Committees**

- 5.8 The Board may delegate any, but not all, of their powers to committees.
- a) Committees shall be chaired by a director and comprised of directors and/or members of the Society.
- b) A committee so formed in the exercise of the powers so delegated must conform to any rules or limitations imposed on it by the Board.
- c) Committee chairs must provide a report to the Board on the committee activities at each Board meeting.
- d) If at a committee meeting the chair is not present within 15 minutes after the

time appointed for holding the meeting, those present who are members of the committee must choose one of their number to be the chair of the meeting.

- e) The members of a committee may meet and adjourn as they think proper.

### **Motions**

- 5.10 Motions made at a meeting of the Board and of committees must be decided by a majority of votes.
  - a) In the case of a tie vote, the chair does not have a second or casting vote.
  - b) A motion proposed at a meeting of directors or committee of directors need to be seconded, and the chair of a meeting may move or propose a resolution.
  - c) A resolution in writing, signed by all the directors and placed with the meeting minutes of the Board, is as valid and effective as if regularly passed at a meeting of Board of directors.

## **PART 6 — BOARD POSITIONS**

### **Election or Appointment to Board Positions**

- 6.1 Directors of the Board must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:
  - 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.

### **Role of President**

- 6.3 The president is the chair of the Board and must do the following:
  - a) Call and preside over all meetings of the Board of the directors;
  - b) Supervise the other directors in the execution of their duties;

- c) Promote all the Society's activities;
- d) Act as the spokesperson for the Society and provide official responses for any questions or concerns raised by members and non-members;
- e) Ensure adequate insurance is in place for the Society;
- f) Create sub-committees as necessary;
- g) Ensure motions and special resolutions passed at the AGM are undertaken;
- h) Set the agenda for all meetings;
- i) Oversee the day-to-day operation of the Society, and
- j) Manage and maintain the Society's property.

#### **Role of Vice-President**

6.4 The vice-president must do the following:

- a) Attend all Society meetings;
- b) Carry out the duties of the president if the president is unable to act;

#### **Role of Secretary**

6.4 The secretary must do the following:

- a) Attend all Society meetings;
- b) Conduct the correspondence of the Board;
- c) Take and keep minutes of all meetings of the Society and Board;
- d) Have physical custody of all records and documents of the society except those required to be kept by the treasurer;
- e) Pick up and disseminate the Board's mail to Directors;
- f) File the annual report of the Society and make any other filings with the registrar under the Act.
- g) Create and maintain an email group of the members;
- h) Notify all paid members of upcoming meetings via email;

### **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.

### **Role of Treasurer**

- 6.7 The treasurer must do the following:
- a) Attend all Society meetings;
  - b) Keep accurate financial records, including books of account, necessary to comply with the Society Act;
  - c) Prepare financial statements to the directors, members and others when required;
  - a) Deposit money and cheques in the name of, and to the credit of, the Society in the banking institution designated by the Board in a timely manner;
  - b) Disburse funds and pay bills promptly as approved;
  - d) Make the Society's filings, if any, with respect to taxes.

### **Directors at Large**

- 6.8 Directors at large must do the following:
- a) Attend all Society meetings;
  - b) Chair subcommittees as needed
  - c) Promote all Society events and resources that are available to the membership they are representing; and,
  - d) Perform other duties as assigned at the AGM and Board meetings.

## **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.
- a) The Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

### **Signing Authority**

- 7.2** 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 two (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.
  - e) All cheques will be signed by two of three signing authorities that have been designated at the banking institution.

## **PART 8 - BYLAWS**

### **Member Access**

- 8.1 On being admitted to membership, each member is entitled to access to a copy of the constitution and bylaws of the Society.

### **Changes and Additions**

- 8.2 These bylaws must not be revised, altered, or additions made to them except by way of special resolution at the annual general meeting.

## **PART 9 – BORROWING**

### **Limitations**

- 9.1 The Board may not, on behalf of the Society, borrow monies except by way of special resolution at a general meeting.