



BYLAWS

A handwritten signature in black ink, appearing to read 'T.K. Sparks', positioned above the printed name 'T.K. SPARKS'.

T.K. SPARKS

PART 1 – DEFINITIONS AND INTERPRETATION

- 1.1 Purpose - These Bylaws relate to the general conduct of the affairs of BC Sport Cheer (BCSC). BCSC has been established as the accredited Provincial Sport Organization for Cheerleading in BC under viaSport and Cheer Canada Inc. BCSC's role is to realize and celebrate the potential of the sport of cheerleading within BC through education, community and sport excellence.
- 1.2 Definitions - 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.
“**Members**” means a voting member of a Full Member Program or holding Associate Membership
- 1.3 Interpretation - The definitions in the Act apply to these Bylaws. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.
- 1.4 Conflict - 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 – MEMBERSHIP

- 2.1 Membership types - There shall be two classes of membership: Full Program Members and Associated Members.
- 2.2 Admission of Membership - Membership must be applied for annually to the directors. On acceptance by the directors' membership is granted. The following conditions of membership shall apply:

Full Program Membership:

- (a) Available to recreation, community, scholastic or all-star programs which offer active cheerleading programs in the province of BC
- (b) Represented by up to two individuals, chosen by the program, to be voting members
- (c) Voting members must reside in BC, be eighteen years of age or older and registered annually with BCSC and Cheer Canada
- (d) The Program must have their all their athletes, coaches and administrators annually registered with BCSC and Cheer Canada
- (e) The Program must maintain adequate insurance as defined by the



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Board

- (f) The Program must be in good standing with the BCSC by following the B.C. Universal Code of Conduct; and
- (g) If a program has multiple locations, a program can choose to purchase separate Full Program Memberships (and entitled to additional voting members) only if the ownership of the locations is different.

Associate Members:

- (a) Available to individuals, organizations or businesses involved in the sport of cheerleading,
- (b) Each associate member is not entitled to vote
- (c) Must have a vested interest in cheerleading in BC and be eighteen years of age or older
- (d) If applicable, maintains adequate insurance as defined by the Board; and
- (e) If applicable, in good standing with the Society as of the last day of the Membership Year.

2.3 Delegated Authority - Any Full Program Member may appoint a Delegate as their voting member by notice in writing delivered to the Board. A Member may alter its Delegate at any time by providing notice in writing to the Board, with the name and contact information for the new Delegate. The appointment of a new Delegate is deemed to revoke the appointment of the previous Delegate.

2.4 Single Vote Permitted - An individual may not hold more than one vote. In the event they are chosen by multiple programs, organizations or businesses, they must decide which to be listed as the voting member.

2.5 Membership Rights - All members are entitled to:

- (a) to receive notice of and to attend Member Meetings;
- (b) subject to these Bylaws, to nominate eligible Persons for election as a Director;
- (c) run for and hold office as a Director, if residing in BC
- (d) participate as a Member of a committee, as invited; and
- (e) receive member benefits.

Voting members are also entitled to:

- (a) to make or second motions at Member Meetings; and
- (b) to exercise a vote on matters for determination at Member Meetings.

2.6 Membership Responsibility - Every member must uphold and comply with these Bylaws and the Societies' Policies, Rules and Regulations.



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- 2.7 Dues - Annual membership dues must be determined at the annual general meeting of the society.
- 2.8 Member Not in Good Standing - A member is not in good standing if the member fails to pay the member's annual membership dues within 30 calendar days of their due date. A voting member who is not in good standing:
- (a) may not vote at a member meetings or general meetings, and
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.
- 2.9 Membership Termination - Membership in the Society is terminated if:
- (a) the member is not in good standing for 3 consecutive months;
 - (b) the member delivers their resignation to the board;
 - (c) the member is expelled; or
 - (d) Upon death or, in the case of a corporation or organization, on dissolution.
- 2.10 Membership Expulsion - A member may be expelled by a special resolution of the members passed 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 given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

PART 3 – GENERAL MEETINGS OF MEMBERS

- 3.1 Location and Date - A general meeting must be held at the time and place the Board determines. 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.
- 3.2 Notice - A notice may be given to a member, either personally, by mail or by email to the member at the member's registered address. Notice of a general meeting must be given to every member shown on the register of members on the day notice is given. No other person is entitled to receive a notice of a general meeting.
- 3.3 Ordinary Business - 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;



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- (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.

- 3.4** Special Business - 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.
- 3.5** Meeting Chair - The president or vice-president will preside as the chair. If neither are present one of the other directors' present at the meeting may preside.
- 3.6** Quorum - The quorum for the transaction of business at a general meeting is 5 voting members or 10% of the voting members, whichever is greater. 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.
- 3.7** Quorum Not Met - 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, and
 - (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.
- 3.8** Loss of Quorum - 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.
- 3.9** Adjournment - 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.
- 3.10** Continuation after Adjournment - 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.



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- 3.11** Order in General Meetings - 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, including any matters about which notice has been given to the members in the notice of meeting;
 - (h) terminate the meeting.
- 3.12** Voting - 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, 2 or more voting members or the chair of the meeting request a secret ballot.
- 3.13** Online Voting - Votes cast online must include the voting member's name and program affiliation. Votes cast anonymously or with incomplete information will not be included. All online votes will be verified by two directors.
- 3.14** Ties - 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.
- 3.15** Motions - A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- 3.16** Voting Outcome - 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.
- 3.17** Ordinary Resolution - 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.



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PART 4 – DIRECTORS

- 4.1 Directors - The Society must have no fewer than 5 and no more than 7 directors.
- 4.2 Election - The election of directors will take place at each Annual General Meeting or at a Special Meeting called by the Members for the purpose of electing new Directors.
- 4.3 Term & Cycle –To aid with continuation, each elected Director, shall be elected for a term of two (2) years staggered as follows: roughly one half of the Director positions will be elected in a particular year and the remaining positions elected in alternate years. Elected Directors will hold office until their successors have been duly elected in accordance with these bylaws, unless they resign, or are removed from or vacate their office.
- 4.4 Vacancy - 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 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 Board Powers - 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
 - (d) 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.
- 4.6 Board Delegation - The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (a) 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.
- 4.7 Director Indemnity - Each Director holds office with protection from the Society. The Society indemnifies each Director against all costs and charges that result from any act done as a Director for the Society. The Society does not protect any Director for acts of fraud, dishonesty, or bad faith.



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- 4.8** Director Liability - No Director is liable for the acts of any other Director or employee. No Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Society. No Director is liable for any loss due to an oversight or error in judgement, or by an action when acting as a Director of the Society, unless the act is fraud, dishonesty, or bad faith.
- 4.9** Insurance - The Society will, at all times, maintain in force such directors and officer's liability insurance as may be approved by the Board.

PART 5 – BOARD MEETINGS

- 5.1** Call of Meeting - A directors' meeting may be called by the president or by any 2 other directors.
- 5.2** Notice - At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period. 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.
- 5.3** Quorum - The quorum for the transaction of business at a directors' meeting is a majority of the directors.
- 5.4** Closed Meetings - Meetings of the Board will be closed to Members and the public except by invitation of the Board or the President.

PART 6 – BOARD POSITIONS

- 6.1** Executive - Executive position are appointed at the Board Meeting proceeding the Annual Meeting by the current board and will serve until the next Annual Meeting unless such person resign, are removed from, or vacate their office. Such Executive may be reappointed as long as they remain a Director. The following are considered executive:
- (a) president;
 - (b) vice-president;
 - (c) secretary;
 - (d) treasurer.
- 6.2** President - The president is the chair of the Board and is responsible for the general supervision of the affairs and operations of the Society, will chair General and Special Meetings and at meetings of the Board, will be the official spokesperson of the Society, and will perform such other duties as may from time to time be established by the Board.



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- 6.3** Vice-president - 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.
- 6.4** Secretary - 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.
- In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.
- 6.7** Treasurer - The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (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.
- 6.8** Delegation of Duties – At the discretion of the Executive and with approval by Ordinary Resolution of the Board, any Executive may delegate any duties of that office to appropriate staff or Board members.
- 6.9** Removal – An Executive may be suspended by an Ordinary Resolution of the Board. Termination requires a majority vote of the Membership, provided the Executive has been given notice of and the opportunity to be present and to be heard at the meeting where such Resolution is put to a vote. If the Executive is removed by the Members, their position as a Director will automatically and simultaneously be terminated.
- 6.10** Vacancy – Where the position of an Executive becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.
- 6.11** Scholastic representative – One board position will be reserved for an individual affiliated with scholastic program. This position will be elected first before remaining vacant positions every second year (or when there is no scholastic representative on the board).



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PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

- 7.1 Remuneration - Directors may not receive remuneration for being a director. Directors are permitted to apply for contractual work for BCSC, but, will recuse themselves from hiring and any discussion regarding the contractual work.
- 7.2 Signing Authority - 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) the treasurer and one other director, or
 - (c) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 – BYLAWS

- 8.1 Bylaw changes - These bylaws must not be altered or added to except by special resolution at the annual general meeting. Bylaw revisions and motions can only be made by a vote of approval of at least 75% and at least 50% of the Directors present.
- 8.2 Items not covered - The Directors will deal with all matters not covered in this document on an individual basis.

PART 9 – BORROWING & CONTINGENCY FUND

- 9.1 Raising or Securing Payment - 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.
- 9.2 Debenture - A debenture must not be issued without the authorization of a special resolution. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.
- 9.3 Contingency fund - The association will set aside \$75000 from the current budget for a contingency reserve fund principally for legal costs. Any payment withdrawn from the contingency fund for over \$5,000 for non-legal expenses must receive approval at a general meeting.
- 9.4 Account - The contingency reserve fund will be a separate account from the chequing account. The contingency reserve fund will only be used for legal costs. The contingency reserve fund belongs to the Society.



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- 9.5 Past payments - The Society must not use money in the contingency reserve fund to pay expenses that accrue prior to the contingency reserve fund being set up.
- 9.6 Annual contributions - Not less than five percent (5%) of the membership revenue for a given fiscal year shall be added to the contingency fund by the Board during that year without the approval of a general meeting.

PART 10 – DISSOLUTION

- 10.1 Dissolution - The Society may be dissolved by written consent of 75% of the membership at a Special Meeting. Upon the dissolution of the Society, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board.

PART 11 – ADOPTION OF THESE AMENDED AND RESTATE BYLAWS

- 11.1 Ratification – These Amended and Restated Bylaws were ratified by the Members of the Society entitled to vote at a meeting of Members duly called and held on May 28, 2023.
- 11.2 Repeal of Prior Bylaws – In ratifying these Amended and Restated Bylaws, the Members of the Society repeal all prior Bylaws of the Society provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.