

CONSTITUTION

The name of the society is "Victoria Club Tread".

The purpose of the society is to carry out activities that foster a greater understanding and enjoyment of outdoor, non-motorized recreation in the natural areas of Vancouver Island and surrounding area.

SOCIETY ACT BYLAWS OF Victoria Club Tread

Part 1 - 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 the Province of British Columbia from time in force and all amendments to it.
 - c. "registered address" of a member means his/her 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 person include a corporation.

Part 2 – Membership

4. The members of the society are the applicants for incorporation of the society and those persons who subsequently have become members in accordance with these bylaws and, in either case, have not ceased to be members.
5. A person may apply to the directors for membership in the society and on acceptance by the directors and payment of annual dues, shall be a member.
6. Every member shall uphold the constitution and comply with these bylaws and the rules and regulations of the society.
7. Annual membership dues shall be determined at the annual general meeting of the society.
8. A person shall cease to be a member of the society
 1. by delivering his/her resignation in writing to the secretary of the society;
 2. on his/her death or in the case of a corporation on dissolution;
 3. on being expelled; or
 4. on having been a member not in good standing for 3 (three) consecutive months.

9.
 1. A member may be expelled by a 75% vote of the directors passed at a meeting of the directors.
 2. The notice of a vote for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 3. The person who is the subject of the proposed vote for expulsion shall be given an opportunity to be heard at a meeting of the directors before the resolution for expulsion is put to vote.
10. All members are in good standing except a member who has failed to pay his/her current annual membership fee or any other subscription or debt due and owing by him/her to the society and he/she is not in good standing so long as the debt remains unpaid.
11. Lifetime Membership – For outstanding contributions to Victoria Club Tread and at the discretion of the directors, a member may be awarded lifetime membership which entitles he/she to free membership for his/her lifetime.

Part 3 – Meetings

12. General meetings of the society shall be held at the time and place, in accordance with the Society Act, that the directors decide.
13. Every general meeting, other than an annual general meeting is an extraordinary general meeting.
14. The directors may, when they think fit, convene an extraordinary general meeting.
15.
 1. Notice of a general meeting shall specify the place, day and hour of meeting and, in case of special business, the general nature of that business.
 2. 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.
16. An annual general meeting shall 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.

Part 4 - Proceedings at General Meetings

17. Special business is
 - a. all business at an extraordinary general meeting except the adoption of rules of order; and
 - b. all business transacted at an annual general meeting. except:
 - i. the adoption of rules of order;
 - ii. the consideration of the financial statements;
 - iii. the report of the directors;
 - iv. the report of the auditor, if any;
 - v. the election of directors;

- vi. the appointment of the auditor if required: and
 - vii. the other business that under these bylaws ought to be transacted at an annual general meeting or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
18.
 1. No business other than the election of a chair and the adjournment or termination of the meeting shall be conducted at a general meeting at a time when a quorum is not present.
 2. If at any time during a general meeting there ceases to be a quorum present business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 3. A quorum is 20 members present or a number that the members may determine at a general meeting.
 19. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, shall be terminated.
 20. Subject to bylaw 20, the president of the society, the vice president or in the absence of both, one of the other directors present, shall preside as chair of a general meeting.
 21. 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 chair, the members present shall choose one of their number to be chair.
 22.
 1. A general meeting may be adjourned from time to time and from place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 2. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 3. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
 23.
 1. Any resolution proposed at a meeting must be seconded and the chair of a meeting may move or propose a resolution.
 2. In case of an equality of votes the chair shall not have a casting or second vote in addition to the vote to which he/she may be entitled as a member and the proposed resolution shall not pass.
 24.
 1. A member in good standing present at a meeting of members is entitled to one vote.
 2. Voting is by show of hands.
 3. Voting by proxy is not permitted.

Part 5 - Directors

25.
 1. The directors may exercise all the powers and do all the acts and things that 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
 - a. all laws affecting the society;
 - b. these bylaws; and
 - c. rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
 2. No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

26.
 1. The president, vice president, secretary, treasurer, membership chairperson, outdoors events coordinator, and communications director shall be the directors of the society.
 2. The number of directors shall be 7 or a greater or lesser number determined from time to time at a general meeting.

27.
 1. The directors shall retire from office at each annual general meeting when their successors shall be elected.
 2. Separate elections shall be held for each office to be filled.
 3. An election may be by acclamation, otherwise it shall be by ballot.
 4. If no successor is elected, the person previously elected or appointed continues to hold office.

28.
 1. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
 2. A director so appointed holds office only until the conclusion of the next following annual general meeting of the society but is eligible for re-election at the meeting.

29.
 1. If a director resigns his/her office or otherwise ceases to hold office the remaining directors shall appoint a member to take the place of the former director.
 2. A director so appointed holds office only until the conclusion of the next following annual general meeting of the society but is eligible for re-election at the meeting.
 3. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

30. The members may by special resolution remove a director before the expiration of his/her term of office and may elect a successor to complete the term of office.

31. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the society.

Part 6 - Proceedings of Directors

32.
 1. The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
 2. The directors may from time to time fix the quorum necessary to transact business and unless so fixed, the quorum shall be a majority of the directors then in office.
 3. The president shall be 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 shall act as chair; but if neither is present the directors present may choose one of their number to be chair at that meeting.
 4. A director may at any time, and the secretary on the request of a director shall, convene a meeting of the directors.

33.
 1. The directors may delegate any, but not all, of their powers to committees consisting of a director or directors or other club members in good standing as they see fit.
 2. A committee, so formed in the exercise of the powers so delegated, shall conform to any rules imposed on it by the directors and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

34. A committee shall 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 shall choose one of their number to be chair of the meeting.

35. The members of a committee may meet and adjourn as they think proper.

36. 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 director for the meeting to be constituted, if a quorum of the directors is present.

37. 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, e-mail or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
 - a. no notice of meeting of directors shall 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, shall, if a quorum of the directors is present, be valid and effective.

38.
 1. Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
 2. In case of an equality of votes the chair does not have a second or casting vote.

39. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chair of a meeting may move or propose a resolution.
40. A resolution in writing or electronic means, passed by the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

Part 7 - Duties of Directors

41. The President is the chief executive officer of the society and of the directors and shall:
 - a. preside at meetings of the society and of the directors;
 - b. solicit and prepare agenda items for executive and club meetings;
 - c. represent and speak for the club in its dealings with outside parties;
 - d. supervise the other directors in the execution of their duties.
42. The Vice President shall carry out the duties of the President during his/her absence.
43. The Secretary shall:
 - 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; and
 - d. have custody of all records and documents of the society except those required to be kept by the treasurer.
44. The Treasurer shall:
 - a. keep the financial records, including books of account necessary to comply with the Society Act;
 - b. render financial statements to the directors, members and others when required; and
 - c. pay club expenses or reimburse members for club expenses paid;
 - d. attend to maintaining insurance liability coverage for the club;
45. The Membership Chairperson shall:
 - a. maintain the register of members;
 - b. collect membership fees; and
 - c. notify members by email of meetings or special events as requested by one or more directors and at his/her own discretion.
46. The Outdoor Events Coordinator shall:
 - a. assist in finding and encouraging event coordinators to lead events,
 - b. make available, collect and preserve signed waivers from outdoor events;
 - c. report statistics based on information on the events from waiver forms; and
 - d. help educate membership and event coordinators on safety issues relating to club activities
47. The Communications Director shall:
 - a. coordinate the publication of the schedule of events;

- b. monitor the club's activities on any electronic or paper means the club has chosen to use;
 - c. submit notice of club events to local media for publication;
 - d. respond to any communication the club receives and pass on to the directors; and
 - e. facilitate the flow of communication between the directors and club members.
48. 1. The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.
2. When a secretary treasurer holds office the total number of directors shall not be less than 6 or the greater or lesser number that may have been determined pursuant in bylaw 27(2).
49. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8 – Volunteer Positions

50. In addition to the directors referred to in Parts 5 and 7, the society may also elect or appoint, as the case may be, persons to hold voluntary positions. These positions may consist of the following:
- i. social events coordinator
 - ii. webmaster
 - iii. newsletter editor
 - iv. club historian
51. The Social Events Coordinator shall:
- a. ensure refreshments are available for planning meetings and
 - b. plan, organize and coordinate the Summer Picnic and Christmas Party and/or other events as directed by the directors or a vote of the members.
52. The Webmaster shall:
- a. ensure the club's domain subscription remains valid by renewing it as it becomes due;
 - b. update the online schedule from the printed schedule every quarter;
 - c. maintain the online schedule by entering changes emailed from members;
 - d. modify the club executive list after elections;
 - e. change email address passwords for executive members after elections;
 - f. maintain the list of planning meetings dates using the meeting update form; and
 - g. maintain various other pages with information received.
53. The Newsletter Editor shall coordinate the production of a newsletter.
54. The Club Historian shall:
- a. maintain and update the history pages on the club's website; and
 - b. promote the collection and preparation of written reports of past activities of the club.

Part 9 — Borrowing

55. 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 the foregoing, by the issue of debentures.
56. No borrowing shall be undertaken and no debenture shall be issued without the sanction of a special resolution of the members at a general meeting.
57. 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 10 – Auditor

58. This Part applies only where the society is required or has resolved to have an auditor.
59. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
60. At each annual general meeting the society shall appoint an auditor to hold office until he/she is re-elected or his/her successor is elected at the next annual general meeting.
61. An auditor may be removed by ordinary resolution.
62. An auditor shall be promptly informed in writing of appointment or removal.
63. No director and no employee of the society shall be auditor.
64. The auditor may attend general meetings.

Part 11 - Notices to Members

65. A notice may be given to a member, either personally, by phone, by email or by letter mail to the contact information provided by the member.
66. A notice sent by mail shall be deemed to have been given on the second day following that 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.
67. Notice of a general meeting shall be given to:
 - a. every member shown on the register of members on the day notice is given; and
 - b. the auditor, if Part 10 applies.

Part 12 – Bylaws

68. A copy of the constitution and bylaws of the society shall be easily available to all members, by request or on the internet.
69. These bylaws shall not be altered or added to except by special resolution.
70. The Society must maintain an adequate liability insurance policy; it shall not be rescinded without the sanction of a special resolution.
71. Upon the dissolution of the society, the society's assets shall be donated to a society whose purpose is similar to Victoria Club Tread's purpose as stated in the preamble of the Constitution.