

## Bylaws of British Columbia Swing Dance Club (the "Club")

### PART 1 – DEFINITIONS AND INTERPRETATION

**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 Club;

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

**1.2** The definitions in the Act apply to these Bylaws.

**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

**2.1** Members of the Club include General Members and Life Members. A Life Member is a person who is granted Life Member status by the Board in recognition of exemplary service or contribution to the Club.

**2.2** A General Member is a person who has reached the age of majority in British Columbia, filled out an application to be a Member, paid the membership fees, and had the application accepted by a Director.

**2.3** Annual membership fees for General Members are as set by the Board. Membership fees are waived for Life Members.

**2.4** A Member is not in good standing if the required annual membership fee is unpaid.

**2.5** Membership is terminated if a Member is not in good standing for three consecutive months.

**2.6** A Member is responsible for:

(a) abiding by the Constitution, Bylaws and Rules & Regulations of the Club.

(b) providing a current email address to the Club Secretary or other Board member.

**2.7** A member in good standing is eligible to:

(a) attend Club functions at member rates,

(b) vote at General Meetings,

(c) be elected to the Board, subject to conditions outlined in Section 8.5.

(d) attend Board meetings, as an observer only.

- 2.8** Non members may attend Club events, with applicable fees and other conditions as set from time to time by the Board.
- 2.9** No form of harassment, defined as creating an unpleasant atmosphere, will be tolerated, including exhibiting threatening, uninvited, and/or unwelcome verbal or physical conduct. Any person may be denied entry to, or expelled from, functions for harassment, and membership may be revoked for harassment.

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

#### **General Meetings**

- 3.1** General Meetings include the Annual General Meeting (AGM) and Extra-ordinary General Meetings (EGMs).
- 3.2** General Meetings will be held at the time and place determined by the Board.

#### **Ordinary and Special Business and Notification**

- 3.3** At a General Meeting, the following business is ordinary business:
- (a) adoption of rules of order,
  - (b) presentation and consideration of Club financial statements,
  - (c) presentation and consideration of reports of the Directors,
  - (d) election or appointment of Directors,
  - (e) any unfinished business carried forward from the last General Meeting,
  - (e) business arising out of a report of the Directors not requiring the passing of a special resolution.
- 3.4** Special business at an Annual General Meeting is any business other than listed above, and at an Extraordinary General Meeting is all business except the adoption of the rules of order.
- 3.5** A notice of a General Meeting stating the meeting time, location, and any special business to be transacted must be given at least 14 days in advance of the meeting. The notice will provide information regarding any special business to assist members to form a reasoned judgment concerning that business.
- 3.6** A special resolution is any resolution requiring 75% of the members present to be passed.
- 3.7** A special resolution is required to alter or add to these bylaws.

#### **Chair of General Meeting**

**3.8** The President will preside as the Chair of a General Meeting, unless:

- (a) the Board appoints another person as Chair; or
- (b) the President is unable to preside, in which case,
  - (i) the vice-President will preside, or
  - (ii) another Director will preside, if the Vice President is unable to do so, or
  - (iii) if no Director or Board-appointed Chair is able to preside as the Chair within 15 minutes from the start time of the meeting, the voting members who are present will elect a member who is present to preside as Chair.

### **Quorum at General Meeting**

**3.9** The quorum for the transaction of business at a General Meeting is 15% of the members in good standing, or a minimum of 20 people, whichever is greater.

**3.10** Business, other than the election of the Chair and the adjournment of the meeting, must not be transacted unless a quorum is present.

**3.11** If a quorum is not present within 30 minutes from the time set for the meeting,

- (a) in the case of a meeting convened on the requisition of members (as provided for in the Act), the meeting is terminated, and
- (b) otherwise, the meeting will stand adjourned to a time and place defined by the Chair. If, when the meeting is reconvened, a quorum is not present within 30 minutes from the time set for the meeting, the voting members present will constitute a quorum for the meeting. Notice of a continuation of an adjourned General Meeting is required, but there is no minimum notification requirement for an adjourned General Meeting.

**3.12** If, at any time during a General Meeting, there ceases to be a quorum, business will be suspended until there is a quorum, or until the meeting is adjourned and reconvened.

### **Order of business at a General Meeting**

**3.13** The typical order of business at an Annual 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) receive the Directors' report on the financial statements of the Club for the previous financial year;

- (g) receive any other reports of Directors' activities and decisions since the previous annual General Meeting;
- (h) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (i) elect or appoint Directors; and
- (j) terminate the meeting.

### **Voting at General Meetings**

- 3.14** Election of Directors and Officers will be by secret ballot. Voting on other motions will be by a show of hands, unless otherwise directed by the Chair.
- 3.15** The Chair will announce the outcome of each vote and the outcome will be recorded in the minutes.
- 3.16** Voting by proxy is not permitted.
- 3.17** At a General Meeting, a matter is decided by ordinary resolution unless a special resolution is required by the Act or these Bylaws. The threshold to pass an ordinary resolution is a simple majority of voting members. The threshold for a special resolution is higher and is as set by the Act or these Bylaws.

### **Timing of Annual General Meeting**

- 3.18** The AGM will typically be held on the day of the February dance event, unless otherwise determined by the Board, and will always be held no later than April.

## **PART 4 – DIRECTORS**

### **Board positions and terms**

- 4.1** The Club will have a minimum of five and a maximum of nine Directors, including up to eight elected Directors, plus the Past President, who will be a voting Director. If the person eligible to be Past President declines to stay on the Board, an additional Director may also be elected.
- 4.2** The Officers, consisting of the President, Vice President, Secretary, and Treasurer, as well as up to four other Directors (Directors at Large) will be elected by the members.

### **General Duties of Directors**

- 4.3** The general duties and expectations of all Directors are:
- (a) to commit to the goals of the Club, and to govern and manage the Club for its sustainability, continuity and success;
  - (b) with the assistance of member volunteers, to operate the Club for the benefit and enjoyment of members;
  - (c) to attend Board meetings and General Meetings; and to regularly participate in and work at club events;

- (d) to approve and manage budgets for annual operations and special events;
- (e) to establish and follow Rules and Regulations, as needed for smooth operations;
- (f) to conduct themselves in a co-operative, friendly and business-like manner;
- (g) to avoid actual and perceived conflicts of interest; and
- (h) to carry out all Board Member general duties, to fulfill applicable officer responsibilities, and to share the overall workload of the Board by accepting and completing other assigned duties in a professional and timely manner (duties such as membership management, facility liaison, event management, decorations, member communications, marketing and promotions, governance responsibilities, working committees, etc).

## **PART 5 – BOARD EXECUTIVE**

### **Responsibilities of the President**

**5.1** The President will do the following, or ensure it is done, to support smooth functioning of the Board and the Club:

- ensure requirements of the Society Act and these bylaws, as well as other legal requirements, are met;
- in consultation with the Board, establish a calendar and plan the work of the Board for the year, and assign responsibilities, with attention to fairly distributing duties;
- supervise and monitor progress of Board work;
- Chair Board meetings and General Meetings;
- preside over dances and other Club events, and make Club announcements;
- be a signing officer for cheques, contracts, and other documents and agreements;
- be an ex-officio member of all committees;
- represent and speak on behalf of the Club to other organizations and the public; and
- issue notices of General meetings and Board meetings.

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

**5.2** The Vice-President will do the following, or ensure it is done:

- work with the President and assist in the execution of his/her duties,
- act as a signing officer for the Club (unless the Board appoints an alternative), and

- perform the duties of the President in his/her absence or inability to act.

## **Role of Secretary**

**5.3** The Secretary will do the following, or ensure it is done:

- be the custodian of the Constitution, Bylaws, Rules and Regulations, minutes, and other Club records as required by the Societies Act, and have a copy at meetings for reference;
- record minutes of Board and General Meetings and circulate draft minutes to the Board within 7 days of the meeting, or sooner if requested by the President;
- make required amendments of minutes of Board and General meetings and keep final copies in the Board records;
- conduct the correspondence of the Board;
- file the annual report of the Club and copies of any special resolutions; with the Registrar, and make any other filings as required under the Act; and
- ensure membership lists are maintained as required under the Act.

**5.4** In the absence of the Secretary at a meeting, the Board will appoint a Board member (excluding the meeting Chair) as acting Secretary.

## **Role of Treasurer**

**5.5** The Treasurer will do the following, or ensure it is done:

- receive and bank monies from members or other sources;
- keep accounting records and prepare financial statements as required by the Act and Regulations;
- sign cheques to pay bills and reimburse expenses for approved spending in a timely manner;
- provide a report and financial statements at all regular Board meetings, and provide updates of progress against budget annually and as requested by the Board;
- provide a financial status report and financial statements at the Annual General Meeting, and at other General Meetings if requested by the President;
- submit an annual operating budget for Board approval, and lead or advise in the preparation of event budgets;
- provide starting cash for events;
- act as custodian of mailbox key and check regularly;
- confirm with the Board the methods of payment accepted by the Club (e.g. cash, cheque, credit card, Paypal, e-transfer, etc); and
- ensure signing authorities for cheques are defined and up-to-date at the bank.

## **Signing Authority**

- 5.6** The Club will have three signing officers: 1) the President, 2) the Treasurer, and 3) the Vice President (unless an alternative Director is designated by the Board as the third signing officer).
- 5.7** A cheque issued by the Club must be signed by two signing officers.
- 5.8** A contract or other record to be signed by the Club must be signed by two signing officers unless one or more Directors/individuals is/are pre-authorized by the Board to sign the contract or record.

## **PART 6– DIRECTORS’ MEETINGS**

### **Directors' meetings**

- 6.1** Regular Board meetings will be held monthly between September and June unless otherwise set by the Board.
- 6.2** Other Directors' meetings may be called by the President or any two Directors. These meetings require at least two days notice, unless all Directors agree to shorter notice.
- 6.3** The President, with input from Directors, will prepare and circulate an agenda for regular meetings at least seven days before the meeting.
- 6.4** The quorum for transacting business at a Directors’ meeting is a simple majority of the Directors.
- 6.5** The Chair of the meeting votes only in a tie.
- 6.6** A Director may attend an in-person meeting by agreed electronic methods, including Skype, conference call, Go-to-Meeting, etc.
- 6.7** Business may be transacted, or meetings held, by agreed electronic communication methods (e.g. email). If an electronic vote is called on a motion between meetings, Directors will have two days to vote. The Secretary will record the motion and include the results of the vote as an addendum to the minutes of the previous Board meeting.

## **PART 7 – REMUNERATION OF DIRECTORS**

- 7.1** Directors will not be remunerated for performing regular Board duties, but the Board may, consistent with the Act, pay a Director for performing other services for, or on behalf of, the Club (e.g. teaching classes).
- 7.2** Fees will be waived for Board Members for regular dances and lessons, but not for special events.

## **PART 8 - BOARD ELECTIONS AND APPOINTMENTS**

### **Eligibility and Terms of Office for Officers and Directors**

- 8.1** Officers and Directors will be elected by the members for a one-year term and will serve until the next election.

- 8.2** In the event of a Board vacancy, the Board may appoint a member to serve the remaining term.
- 8.3** If an elected officer does not complete a term, the Board may appoint a replacement, choosing first from Directors, or failing that, from members.
- 8.4** No person shall hold the same office for more than two consecutive terms.
- 8.5** To stand for election as President, a member must have been a member in good standing for at least one year. Any member in good standing may stand for election as Director at Large, Vice President, Treasurer, or Secretary.

### **Board Responsibility for the Continuation of the Board**

- 8.6** The Board is responsible for the continuation of a strong, qualified Board of Directors committed to working together to achieve the purpose of the Club.
- 8.7** To that end, the Board will take steps to ensure an effective process for the nomination and election of Officers and Directors, and will:
  - (a) identify the qualities, skills, and time commitments needed from Board members and Officers for the coming term,
  - (b) identify suitable and interested nominees for Officers and Directors from among incumbents and members,
  - (c) establish Rules and Regulations for the Nominations and Election Process.
  - (d) ensure effective communications with members on Board elections, including information on Board member responsibilities, a timely call for qualified nominees, and information on nominees to support informed voting.

### **Nominations and Elections Procedures**

- 8.8** At least 16 weeks prior to elections, the Board will establish a Nominating Committee to work under Board direction to manage nominations and ensure an effective election process.
- 8.9** The Nominating Committee will make best efforts to identify at least 10 to 12 nominees (including incumbents) for the eight positions, to be vetted by the Board and presented to the members. Eligible and interested incumbents will automatically be included on the ballot.
- 8.10** At the AGM, Members may make nominations from the floor to add to the list of nominees identified by the Board.
- 8.11** The order of elections at the AGM will be: 1) President, 2) Vice President, 3) Treasurer, 4) Secretary, and 5) Directors at Large. A person nominated for, but not elected to, a position higher on the list may choose to stand for election to a position(s) lower on the list.

## **Removal of Directors**

**8.12** Board members may be removed from the Board by a majority vote of the Board for:

- (a) violations of Club Constitution, Bylaws, or Rules and Regulations;
- (b) conduct unbecoming a Board member;
- (c) non-performance of duties; or
- (d) missing three consecutive meetings.

## **PART 9 - DISSOLUTION OF THE CLUB**

**9.1** Voluntary winding up and dissolution of the Club under the Act requires a special resolution of the members. If a resolution is passed to dissolve the Club, the members by ordinary resolution will designate a charitable organization(s) or other Society(ies) to receive any financial assets remaining after debts have been paid.