

Mission Sports Council

Bylaws

BYLAWS – Mission Sports Council

Part 1 – Interpretation

1. In these Bylaws, unless the context otherwise requires:

“**Directors**” means the Directors of the Society for the time being;

“**Mission**” means the District of Mission and includes Electoral Districts C, F and G within the Fraser Valley Regional District if Electoral Districts C, F and G are associated with sport participation in Mission.

“**Registered Address**” of a member means the member’s address as recorded in the Register of Members.

“**Society Act**” or “**Societies Act**” means the British Columbia Societies Act as enforced and amended from time to time by the Province of British Columbia and all amendments thereto;

The “**Definitions**” definitions in the Societies Act on the date these Bylaws become effective, are the definitions that apply to the terms used in these Bylaws.

2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and/or another Society, or Corporation.

Part 2 – Membership

3. The Members of the Society are the applicants for the incorporation of the Society, and those individuals, organizations or groups which subsequently become members, in accordance with these Bylaws and, in either case, have not ceased to be members.
4. On being admitted to membership, each member is entitled to, and the Society must provide the member with, an electronic version of the Constitution and Bylaws of the Society, at no charge to the member.
5. An individual, organization or group may apply to the Directors for membership in the Society in one of the following categories and, on acceptance by the Executive Committee, is a member:

- (a) Primary Member

A Primary Member is a not-for-profit sport organization, based in Mission and is at least partially comprised of Mission residents. A Primary Member must have, at its primary purpose, serving the sport and wellness needs of its members. Each Primary Member will designate one representative and one alternate representative. Each Primary Member will have ONE vote on behalf of the Primary Member.

- (b) Supporting Member

A Supporting Member is any individual, organization or group which supports the purposes of the Society and has significant interest in the development of sport in Mission. Each supporting member may select one representative to vote on their behalf.

6. Every Member must uphold the Constitution and comply with these Bylaws.
7. The amount of any membership fees, if and when initiated, shall be determined by the Board of Directors subject to approval by the Membership at a General Meeting. The Board of Directors shall determine the day in each year when the membership fees for each Member shall be paid.
8. A Member ceases to be a Member of the Society:
 - (a) By delivering his resignation in writing to the Secretary of the Society or by mailing, emailing or delivering it in person to the address of the Society
 - (b) On his death or, in the case of a corporation, on dissolution notwithstanding any subsequent restoration
 - (c) If the Member fails to pay the annual membership fee or any other debt, due, owing and payable by the member within ninety (90) days of a written request to do so
 - (d) On being expelled from the Society by a Special Resolution of the members passed at a General Meeting called for that purpose
 - (e) If he is expelled by a Special Resolution passed at a General Meeting, by 75% majority of the votes cast at a General Meeting
 - (f) The member who is the subject of the proposed Special Resolution for expulsion or a delegate chosen by the member who is subject to the Special Resolution, shall be given an opportunity to be heard at the General Meeting before the Special Resolution is put to a vote
9. The Society shall be carried on without purposes to gain for its members and any profits or other accretions to the Society shall be used for promoting its objectives.
10. The Mission Sports Council is a not-for-profit organization. No part of the net earnings of the organization shall inure to the benefit of or be distributed to its members, trustees, officers, or other private persons, except that the Society's Executive Committee shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in the Constitution and Bylaws of the Society and any amendments thereto.
11. In the event of dissolution of the Society all assets remaining after meeting outstanding liabilities shall be assigned at the discretion of the District of Mission Parks, Recreation & Culture Department.

Part 3 – Meetings of Members

12. Subject to the Societies Act and these Bylaws, a General Meeting may adopt rules of order but, if it does not do so, then the most recent edition of Robert's Rules of Order must be used.
13. The Annual General Meeting shall be held at a place within the District of Mission and on a day and time to be fixed by the Directors.
14. Notice of any Annual, General or Special Meeting shall be deemed to be given to every member if mailed, emailed, or handed to every member; and, in addition, notice shall be deemed to be given

to every member if a notice of Annual, General or Special Meeting is advertised on the Society website, or any newspaper circulating within the District of Mission.

15. The agenda for a General Meeting of the Society will be made available to any member requesting it seven (7) days prior to the Meeting taking place.
16. Every notice of Annual General or Special Meetings of the Society shall specify the place, date and time of the Meeting and the general nature of the business proposed to be transacted and such notice shall be given to every member of the Society fourteen (14) days before such Annual General or Special Meeting.
17. The accidental omission to give notice of a Meeting to any member entitled to receive notices, or the non-receipt of a notice by any member entitled to receive notice, does not invalidate proceedings at that Meeting.
18. The first Annual General Meeting of the Society must be held not more than fifteen (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 fifteen (15) months after the holding of the previous Annual General Meeting.
19. The Directors, on the requisition of 10% or more of the Membership, must convene a Special General Meeting without delay. The Requisition may consist of several documents in similar form each signed by one or more Requisitioner and must:

- (i) state the purpose of the Special General Meeting;
- (ii) be signed by the Requisitioners; and
- (iii) be hand delivered, couriered, or sent by registered mail to the address of the Society.

(a) If, within 21 days after the date of the delivery of the Requisition, the Directors do not convene a Special General Meeting, the Requisitioners, or a majority of the Requisitioners, may themselves convene a Special General Meeting to be held within four months after the date of delivery of the Requisition.

(b) A Special General Meeting convened by the Requisitioners must be convened in the same manner, as nearly as possible, as General Meetings are convened by the Directors.

20. (a) A quorum for the transaction of business at any Annual, General or Special Meeting of the Society shall be 3 members.

(b) If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the Meeting, if convened, at the request of the Members, shall be terminated; but, in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the Adjournment Meeting, a quorum is not present within thirty (30) minutes from the time appointed for the Meeting, the members present will constitute a quorum.

Part 4 – Proceedings at a General Meeting

21. The purpose of an Annual General Meeting is to discuss all business listed below:
 - (a) the adoption of rules of order
 - (b) the consideration of the financial statement
 - (c) the report of the Directors
 - (d) the election of Directors

- (e) the appointment of an auditor, if required, and
 - (f) any 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.
22. 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.
23. 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.
24. The President of the Society, the 1st Vice- President, the 2nd Vice President or in the absence of all, one of the other Directors present, shall preside as Chair of a General Meeting.
25. If at a General Meeting:
- (a) there is no President, Vice Presidents or other Director present within fifteen (15) minutes after the time appointed for holding the Meeting; or
 - (b) the President, Vice Presidents and all other Directors present are unwilling to act as Chair;
- THEN
- (c) the members present shall choose one of their members to be the Chair of that Meeting.
26. 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.
27. When a Meeting is adjourned for fourteen (14) days or more, notice of the adjourned Meeting must be given as in the case of the original Meeting.
28. Except as provided in this bylaw, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned General Meeting.
29. A Resolution proposed at a Meeting must be seconded. The Chair of a Meeting may move or propose a Resolution.
30. The Chair shall be entitled to vote only in the case of a tie of votes, in which case, the Chair shall cast the deciding vote.
31. Voting will be by a show of hands except if a ballot vote is requested by a voting member. Such a vote shall be taken forthwith without adjournment. A demand for a ballot vote may be withdrawn only by the voting member who made the original request.
32. Voting done by proxy is not permitted.

Part 5 – Directors and Officers

33. 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 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, which are made from time to time by the Society, at a General, Annual, or Special Meeting.

34. 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 the rule had not been made.

35. The President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, and one or more other persons shall be the Directors of the Society.

36. The number of Directors shall be no fewer than five (5) and not more than twelve (12) and the number of Directors shall be determined from time to time at a General, Annual, or Special Meeting, exclusive of appointed Directors as hereafter provided.

37. A Director must be a Member of the Society and the Board of Directors must not at any time consist of more than one representative of a sport organization or group in good standing with the Society.

38. The Directors shall retire from office at the expiration of their term at the Annual General Meeting, when their successor shall be elected. A Director may seek a subsequent term if they desire.

39. The Directors may, at any time and from time to time, appoint a member as a Director to fill a vacancy on the Board of Directors. A Director so appointed holds office only until the conclusion of the following Annual General Meeting of the Society, but is eligible for election at that Meeting, as per below:

(a) In the event the Board of Directors appoints an individual to the position, the position will be up for election at the next Annual General Meeting, regardless of whether it is slated to come up for election that year or not;

(b) Any casual vacancy occurring on the Board of Directors may be filled by a majority vote of the Board of Directors and may be an individual currently acting as a Director, or any other Member in good standing that the Board chooses to appoint. Alternatively, the Board may choose to leave the position vacant, in which case it will come up for election at the next Annual General Meeting;

(c) In the event a Director is elected as per (b) above, the term of that Director will be for a maximum of two (2) years, but in any event, will be wholly dependant on the even or odd year that the position is scheduled to be elected in, as per Part 7 of these Bylaws.

40. An act or proceeding of the Directors is not invalid only by reason of there being fewer than the prescribed number of Directors in office.

41. The members may, by Special Resolution, remove a Director, before the expiration of his term of office, and may elect a successor to complete the term of office.

42. A Director must not be remunerated for being or acting as a Director.

43. Nominations and Election of Officers

(a) Separate elections shall be held for each office to be filled, in the order of President, 1st Vice President, 2nd Vice President, Treasurer, Secretary, then any additional Director positions that have been duly added, will be elected in the order that the office(s) were created unless otherwise stated herein;

(b) The nominating committee shall consist of up to three persons appointed by the Executive Committee, one of whom shall be named the Chair. Members of the Executive Committee

may also be members of the Nominating Committee. The Nominating Committee will solicit the Members for those interested in running in the upcoming elections. The Nominating Committee shall prepare a slate of candidates for submission to the Annual General Meeting where the Offices and Directors are to be elected.

- (c) The Nominating Committee will be appointed by the Directors at least thirty (30) days in advance of the Annual General Meeting;
- (d) Notice of the then currently confirmed slate of candidates will be prepared by the Nominating Committee and shall be sent to each Member at least one (1) day prior to the Annual General Meeting;
- (e) Members in good standing of the Society may nominate additional candidates for submission to the Annual General Meeting where the Officers are elected by providing notification either verbally or in writing, to the Chair of the Nominating Committee the names of any additional candidates for election as Officers or Directors of the Society. If the Nominee is in attendance, a simple verbal acknowledgement is sufficient. These additional nominations shall be submitted to the Chair of the Nominating Committee while additional nominations are being called for from the floor, immediately prior to the elections;
- (f) If the Nominee is not in attendance, a signed written document stating the Nominee is willing to have their name stand and will serve as a Director, along with which office(s) they are prepared to serve in should they be elected, must be provided at the time of the Nomination. This document must also possess their full name, address, best telephone number and best email address.
- (g) An election may be by acclamation, otherwise, it shall be by a show of hands, unless required as provided for herein.

Part 6 – Proceedings of Directors

44. The Directors may meet at the place they believe best to dispatch business, adjourn, and otherwise regulate their meeting and proceedings as they see fit and the rules of order for the conduct of all meeting of the Directors shall be determined by the Board of Directors.

45. The Directors, upon a 60% majority vote of the Board of Directors, may alter these Bylaws for the purpose of housecleaning, by making grammatical changes or to provide greater clarity of a clause or clauses, or to better define the intent of a clause or clauses. The Secretary of the Society will send notification to each member of the change and the Board of Directors' reasons for it within seven (7) days of the Meeting at which such change or changes were made.

46. The President shall be the Chair of all Meetings of the Directors, but if at a Meeting, the President is not present within ten (10) minutes after the time appointed for commencing the Meeting, the 1st Vice President shall act as Chair and if the 1st Vice President is not in attendance, the 2nd Vice President shall act as the Chair, and if neither is present, the Directors present will choose one of the Members or other Directors present, to be Chair of that Meeting.

47. In the event the President notifies the Board of Directors that he/she is unable to attend a Scheduled Meeting, the Meeting will commence on time and the 1st Vice President shall act as Chair

and if the 1st Vice President is not in attendance, the 2nd Vice President shall act as the Chair and if neither is present, the Directors present will choose one of the Members or other Directors present, to be Chair of that Meeting.

48. 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.

49. Meetings of the Board may be formally called by the President, by the 1st or 2nd Vice President, by any two Directors, or by the Secretary on direction from these Board members. Notice of such Meeting shall be delivered, telephoned, emailed or mailed, to each Director. The Board may appoint a day or days in any month or months for regular Meetings, at an hour to be named and, for the regular Meetings, no formal notice need be given.

50. The Board of Directors may consider or deal with any business, either Special or General, at any Meeting of the Board. Board Meetings, unless otherwise stated as being held for an "in camera" purpose, are open to all members of the Society.

Part 7 – Executive Committee

51. The Executive Committee of the Society shall be made up of the following Officers, elected as provided in the Bylaws.

(a) President

(b) 1st Vice President

(c) 2nd Vice President

(d) Secretary

(e) Treasurer

(f) The Executive may from time to time with a 60% majority vote of the Directors appoint one or more Member to serve on the Board of Directors as a Member at Large.

(g) The offices of Secretary and Treasurer may be combined into a Secretary-Treasurer, but will only hold one (1) vote on the Board of Directors.

52. The terms of the Executive Committee shall be up to two (2) years with the President, Secretary and 2nd Vice President retiring in even numbered years and the 1st Vice President and Treasurer retiring in odd numbered years.

53. Any Member at Large Director position(s) added, shall be for up to two (2) years with the first time the position is due for General Election to be not later than the second Annual General Meeting after the appointment is made but will firstly be determined by balancing the number of Directors coming up for election in even or odd numbered years, without consideration for any vacancies being elected, in their off year.

Part 8 – Duties of Officers

54. The President:

(a) shall preside at all Meetings of the Society and of the Directors; and

(b) shall supervise the other Officers in the execution of their duties.

55. The 1st Vice President:

- (a) shall generally assist the President and, in the event of the absence or disability of the President, perform his duties and possess his authority.

56. The 2nd Vice President:

- (a) shall generally assist the 1st Vice President and, in the event of the absence or disability of the 1st Vice-President, perform his duties and possess his authority.

57. The Secretary:

- (a) shall be responsible for correspondence of the Society;
- (b) shall issue notices of Meetings of the Society and Directors;
- (c) shall keep minutes of all Meetings of the Society and Directors;
- (d) shall have custody of all records and documents of the Society except those that are required to be kept by the Treasurer;
- (e) shall maintain a register of all members; and
- (f) shall perform such duties as may be designated by the Board of Directors.

58. In the absence of the Secretary from a Meeting, the Directors shall appoint another person to act as Secretary at the Meeting for the purpose of recording the minutes of the Meeting.

59. The Treasurer:

- (a) shall keep the financial records, including books of account, necessary to comply with the British Columbia *Societies Act*;
- (b) shall render financial statements to the Directors, members and others when required;
AND
- (c) shall be the custodian of the funds of the Society and, subject to the control of the Board of Directors, shall pay any and all bills and with the President, or, in the absence of the President, with such other member officer as may be delegated by the Directors, or with the office staff, may co-sign all cheques drawn on the funds of the Society.

60. Members at Large:

- (a) shall be elected annually; and
- (b) shall perform duties as is determined by the Board of Directors.

Part 9 – Execution of Documents

61. Licenses, contracts and engagements on behalf of the Society shall be signed by two Officers of the Society.

62. Contracts in the ordinary course of the Society's operations may be entered into on behalf of the Society by the President or any person authorized by the Board of Directors.

63. The Board may, at any time by Resolution, direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Society shall be executed.

Part 10 – Maintenance of Records

64.. The Directors shall ensure that the following records are regularly and properly kept:

- a. the minutes of the Members Meetings;

- b. the minutes of the Directors Meetings; and
- c. all other necessary books and records of the Society required by the Bylaws of the Society or by any applicable statute or law.

Part 11 – Borrowing

65. 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, the issue of debentures.

66. A debenture must not be issued without the sanction of a Special Resolution made to and passed by the General membership of the Society.

67. 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 12 – Audit of Accounts

68. The Directors shall present before the members of the Society at the Annual General Meeting a financial statement showing the income and expenditure, assets and liabilities of the Society during the preceding fiscal year; the said financial statement shall be signed by two or more members of the Board of Directors or by the Society's auditor together with the Treasurer or Secretary.

69. This part applies only where the Society is required or has resolved to have an auditor:

- (a) A Director or employee of the Society must not be its auditor.
- (b) The first auditor may be appointed by the Board of Directors.
- (c) The auditor may be removed by ordinary Resolution.
- (d) The auditor must be promptly informed in writing of the auditor's appointment or removal.
- (e) The auditor may attend General Meetings.

Part 13 – Notice to Members

70. A notice may be given to a member by email, by mail or by hand at the member's registered address.

71. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice was posted and, in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in the Canadian post office receptacle.

72. A notice shall be deemed to be given if an email is sent.

73. No other person is entitled to receive a notice of a General Meeting.

Part 14 – Bylaws

74. Amendments to this Constitution may be proposed either by the Directors or by a petition of ten percent (10%) of the members in good standing. Adoption of the amendments shall require a seventy five percent (75%) majority of the members voting, provided that notice of the Meeting and the

content of the amendments shall have been announced to the membership at least 14 days prior to the time at which the vote will be taken.

75. Except as provided for in Part 6 herein, neither the Constitution nor the Bylaws of the Society may be altered or added to except by Special Resolution passed by at least two-thirds (2/3) of the members present at a General, Special or Annual General Meeting of the Society called with the intended purpose of discussing the Special Resolution, after notice of the proposed amendment is given as set forth below;

- (a) The Executive Committee may propose an amendment to the Constitution or Bylaws by giving not less than fourteen (14) days notice to the Membership, ahead of the Meeting being called at which such amendment(s) will be tabled and voted upon;
- (b) Any member of the Society may propose an amendment to the Constitution or Bylaws by giving the Secretary notice of the proposed amendment at least six (6) weeks before the Annual General Meeting at which it is to be presented. Such notice shall be signed by ten percent (10%) of the members of the Society;
- (c) While there is an amendment to the Constitution or Bylaws on the floor for discussion at an appropriately called Meeting, if a member of the Society proposes an amendment to the amendment(s) proposed and the majority of the members present agree to the additional or alternate amendment, the six (6) weeks notice referred to in (a) above, is not required;
- (d) After receiving notice of a proposed amendment to the Constitution or Bylaws, the Secretary shall cause notice to be made available to all members of the Society at least fourteen (14) days prior to the General Meeting at which it is to be presented.

76. Voting on the proposed amendments to the Constitution or Bylaws at a General Meeting shall be by a show of hands.

Part 15 – Fiscal Year End

77. The fiscal year of the Society shall commence on the first day of October of each year, unless the fiscal year is changed by Resolution of the Board of Directors.

Part 16 – Binding on Members

78. The Constitution and Bylaws of the Society shall be binding on all members. Any action inconsistent therewith shall be null and void.