

SOCIETY ACT

CONSTITUTION

1. The name of the society shall be 'Kamloops Shotgun Sports Club'.
2. The objectives of this society (club) shall be:
 - a) to encourage shotgun shooting sports (ie: trap, skeet, sporting clay, 5-stand, FiTasc) and other shotgun sporting activities;
 - b) to improve safe handling, marksmanship and care of firearms;
 - c) to develop the characteristics of honesty, good fellowship, self discipline, team play and self reliance that are the essentials of good citizenship and;
 - d) to work cooperatively with other clubs and associations having like objectives.
3. This Society (Club) is organized and operated solely for purposes other than profit, no part of the income of which is payable to or otherwise available for the personal benefit of any member.

Bylaws of 'Kamloops Shotgun Sports Club'

Part 1 – Interpretation

1. (1) In these bylaws, unless the context otherwise requires:

'club' is the Kamloops Shotgun Sports Club which is a society duly registered under the Society Act of British Columbia;

'directors' means the directors of the club for the time being;

'past president' means a person who has served as president of the society either immediately prior to the current president or prior to the term served by the immediate past president;

'Society Act' means the Society Act of British Columbia from time to time in force and all amendments to it;

'registered address' of a member means the member's address and/or e-mail address as recorded in the register of members;

'extraordinary general meeting' includes a **'special called'** meeting convened by the directors or a regular member of the society;

'operating (membership) year' is the period January 1 to December 31 in any calendar year.

(2) The definitions in the Society Act on the date these by-laws become effective apply to these bylaws.

2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 – Membership

3. The club may establish categories of memberships as it deems appropriate.
4. The members of the club are the applicants for incorporation of the club as a society, and those persons who subsequently 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 club and on acceptance by the directors is a member.
6. Every member must uphold the constitution and comply with these bylaws.
7. Annual membership fees will be determined at the annual general meeting of the club.
8. Members in good standing shall have the privilege of using the facilities of the club subject to compliance with the rules and policies in effect pertaining to the use of the facilities of the club.
9. A person ceases to be a member of the club:
 - a) by delivering his/her resignation in writing to the secretary of the club by regular mail, electronic mail, or by delivering the resignation to the address of the club or a board member of the club,
 - b) on his or her death or, in the case of a corporation, on dissolution,
 - c) on being expelled, or
 - d) on failing to pay annual membership dues by January 31 in each calendar year.
10. (1) A member may be expelled by a special resolution of the members passed at a general meeting,

- (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion,
- (3) 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.

11. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member of the club, and the member is not in good standing so long as the debt remains unpaid to the club.

Part 3 – Meetings of Members

12. General meetings (including the annual general meeting) must 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 which includes a 'special called' meeting.

14. The directors may, when they think fit, convene an extraordinary general meeting.

15. (1) The directors of the club, on the request of 10% or more of the voting members of the club in good standing, must convene a general meeting of the club as provided for under the Society Act of B.C. ,

(2) The request for a meeting may consist of several documents in similar form each signed by one or more of the members requesting the meeting and must

- (a) state the purpose of the meeting
- (b) be signed by the members, and
- (c) be delivered or sent by registered mail to the address of the club.

16. (1) Notice of an extraordinary general meeting must specify the place, day and hour of the meeting, and, in the 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 unless the accidental omission or non receipt of the notice involves greater than 1% of the members in good standing.
17. An annual general meeting of the club must be held at least once in every calendar year and shall be held prior to March 01 in any calendar year.

Part 4 – Proceedings at General Meetings

18. Special business is:
 - a) all business at an extraordinary general meeting (special called meeting) except the adoption of rules of order, and
 - b) all business conducted at an annual general meeting, except the following:
 - 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;
 - vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

19. (1) Business, including the election of a chair and the adjournment or termination of the meeting, must not 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 a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated,
 - (3) A quorum is 10 members of the club who are not directors of the club plus those directors of the club that attend any meeting of the club.
20. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the request of members, must be terminated, but in any other case, it must stand adjourned to the same place, on a date and time deemed acceptable to the members and directors, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
21. Subject to bylaw 20, the president of the club, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
22. If at an extraordinary (special called) 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 the chair,
the members present must choose one of their number to be the chair.

23.
 - (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted 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 must be given as in the case of the original meeting,
 - (3) Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
24.
 - (1) A resolution (motion) proposed at a meeting requires a 'second' for the motion to proceed, and the chair of a meeting may move or propose a resolution (motion),
 - (2) 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.
25.
 - (1) A member in good standing present at a meeting of members is entitled to one (1) vote,
 - (2) Voting is by show of hands with the exception that voting for directors, in situations where a director is not voted to the position by way of acclamation, will be undertaken by secret ballot if a member in good standing requests that the vote be undertaken by secret ballot.
 - (3) Voting by proxy is not permitted.
26. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the club.

Part 5 – Directors and Officers

27. The president, vice president, secretary, treasurer, past president, trap captain, skeet captain, sporting clays captain, 5-stand captain, publicity officer and range officer are the directors of the club. These directors shall form the 'Board of Directors' for the club.
28. A director may hold up to two (2) director positions in the club but shall have only one (1) vote at meetings of the directors of the club.
29.
 - (1) The directors must retire from office at each annual general meeting when their successors are elected,
 - (2) Election of each director position must be by separate vote,
 - (3) An election for a director may be by acclamation, otherwise it must be by secret ballot if a member in good standing requests that such vote be undertaken by secret ballot,
 - (4) If a successor is not elected, the person previously elected or appointed continues to hold the director's position.
30.
 - (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the director positions for the club,
 - (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the club, but is eligible for re-election at the meeting.
31.
 - (1) If a director resigns his or her director position or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director,

(2) If the remaining directors are unable to appoint a member to fill a vacancy in the director positions, the vacant position may be filled by an existing director upon majority approval of the other directors of the club. Should majority approval of the other Directors not be forthcoming, the vacant director position shall remain vacant until the next annual general meeting of the club,

(3) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

32. The members may, by special resolution, remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.
33. A director must not be remunerated for being or acting as a director, but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the club. The Board of Directors shall determine the types of expenses that require approval of the Board prior to a director incurring such expenses.

Part 6 – Proceedings of Directors

34. (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit,

(2) A quorum for a Board of Directors meeting shall be a majority of directors present at any Board of Directors meeting but shall never be less than 5 directors,

(3) The president is the 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 a meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting,

- (4) A director may at any time request a meeting of directors, and the secretary, on the request of a director, must convene a meeting of the directors,
- (5) All reasonable effort must be made to convene a meeting of Directors at a time when all Directors are available to attend the meeting.
35. (1) The directors may form committees consisting of members of the club to address administrative or operational requirements of the club,
- (2) Committees so formed must conform to any rules imposed on it by the directors and must provide a report in either written or verbal format to the Board of Directors as requested by the Board to do so.
36. A committee formed under Section 35(1) must 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 committee members present must choose one of their number to be the chair of the meeting.
37. The members of a committee may meet and adjourn as they think proper.
38. Resolutions (motions) arising at a Board of Directors meeting must be decided by a majority of votes of directors present at the meeting.
39. A director may cast a vote at a meeting of directors by telephone if the director is unable to attend the meeting in person.
40. Resolutions (motions) arising at a meeting of a committee appointed by the directors must be decided by a majority of votes of committee members present at the meeting.
41. In the case of a tie vote, the chair does not have a second vote and the resolution(motion) does not pass.

42. The current version of Roberts Rules of Order New Version shall be used to conduct general meetings of the club.

Part 7 – Duties of Officers

43. (1) The president presides at all meetings of the club and of the directors.
- (2) The president is the chief executive officer (ie: chief director) of the club and must supervise the other directors in the execution of their duties.
44. The vice president must carry out the duties of the president during the president's absence.
45. The secretary must do the following:
- (a) prepare correspondence as required by the club;
 - (b) issue notices of meetings of the club and directors;
 - (c) keep minutes of all meetings of the club and directors;
 - (d) have custody of all records and documents of the club except those required to be kept by the treasurer,
 - (e) ensure that a copy of all correspondence, minutes of all meetings convened by the club, and all documentation relevant to the club is maintained at the premises of the club,
 - (f) have custody of the common seal of the club if such a seal exists;
 - (g) maintain the register of members.
46. The treasurer shall be responsible for:
- (a) keeping the financial records, including the books of account necessary to comply with the Society Act and,
 - (b) render financial statements to the directors, members of the club and others when required in a format acceptable to the Board of Directors,

(c) upon the approval of the Board of Directors secure financial administrative support to carry out the duties listed in points (a) and (b) above as deemed necessary.

47. The duties of the Past President, Trap captain, Skeet captain, 5-stand captain, Sporting Clays Captain, Range Officer and Publicity Director will be determined by the Board of Directors in consultation with the incumbents to these director positions.
48. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 – Seal

49. The directors may provide a common seal for the club and may destroy a seal and substitute a new seal in its place.
50. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 9 – Insurance

51. The club shall ensure that adequate insurance coverage is available on a continuous basis to protect club assets and address club liability issues that may occur,
52. The club shall purchase and keep in force liability insurance to protect regular members and directors from any act that may occur for which a regular member or director may be found liable.

Part 10 – Borrowing

53. In order to carry out the purposes of the club the directors may, on behalf of and in the name of the club, raise or secure payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
54. A debenture must not be issued without the authorization of a special resolution at an extraordinary or annual general meeting.

Part 11 – Auditor

55. The club is not required to have an auditor but may resolve to have an auditor.
56. If the club, by way of special resolution of the membership, resolves to have an auditor, the directors of the club shall comply with the decision of the membership in the following manner:
 - (1) initially appoint an auditor and fill vacancies of the auditor as they arise,
 - (2) at each annual general meeting of the club appoint an auditor to hold office until the auditor is re-elected or a successor is elected,
 - (3) remove the auditor if circumstances determine that such action is required,
 - (4) inform the auditor in writing of the auditor's appointment or removal,
 - (5) allow the auditor to attend general meetings.
57. A director or employee of the club must not be its auditor.

Part 12 – Notices to Members

58. A notice may be given to a member either personally, by regular mail to the member's registered address, or by electronic mail to the member's electronic mail address.
59. A notice sent by Canada Post shall be deemed to have been delivered to a member 7 days after posting.
60. Notice of a general meeting must be given to:
- (a) every member shown on the register of members in good standing, and the auditor if the club has resolved to have an auditor, with no less than 14 days notice.
61. A Board of Directors meeting must be scheduled giving due consideration to the availability of all the directors to attend the meeting.

Part 13 – Bylaws

62. On being admitted to membership, a member is entitled to, and the club must give the member without charge, a copy of the constitution and bylaws of the club if the member requests such documentation.
63. These bylaws must not be altered or added to except by special resolution brought forward at an annual general meeting or an extraordinary general meeting of the membership.