

**Salmon Arm Fish and Game Club (SAFGC)
Bylaws**



Salmon Arm Fish and Game Club (SAFGC) Bylaws

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History:

1. November 15th, 2018 Annual General Meeting

- Bylaws adopted as a result of SAFGC Modernization Process

2. October 14, 2021 Annual General Meeting

- Added Positions: VP – Conservation, Fish & Game & VP – Community Relations
- Special Resolution: Withdraw from the British Columbia Wildlife Federation & Purchase Club Insurance.

3. November 17, 2022 Annual General Meeting

- Changed: name of Executive - VP Firearms Range to Range Director
- Changed: *quorum* for Board of Directors meeting from *50% of directors* to 50% of filled board positions.

4. November 16, 2023 Annual General Meeting

- Removed: references to the British Columbia Wildlife Federation. (Affiliation, sharing information, enrol in federation, register in insurance, and pay BCWF their annual membership fees & dues)
- Removed Positions: VP – Conservation, Fish & Game & VP – Community Relations. (Keep as directors)
- Added Position: Membership
- Added (b) to (f): *Expectations for Members of the Board of Directors 4.17*

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Bylaws of Salmon Arm Fish and Game Club (the "Society")

Part 1 – Definitions and Interpretation

Definitions

1.1 In these Bylaws:

The name of the Society is "Salmon Arm Fish and Game Club" hereinafter referred to as the Club.

"Act" means the Societies Act of British Columbia as amended from time to time.

"Appeal Board" is a three (3) member board created from members of the Board of Directors to hear an appeal against a club order issued by a Board of Investigation.

"Board" means the Directors of the Society, or members of the Board of Directors comprising executives, directors at large or division directors.

"Board of Directors" or "Board" refer to the executives, directors at large and division directors that manage the Club.

"Board of Investigation" is a board created from a minimum of three (3) members of the Board of Directors and cannot serve on an Appeal Board for the same case. They investigate incidents that:

- a) endanger fellow shooters;
- b) violate firearms range safety rules; and
- c) breach rules or clauses in the legislative framework, alleged or observed.

"Bylaws" means these Bylaws as altered from time to time.

"Conflict of Interest" occurs when a director on a Board of Investigation or Appeal Board:

- a) can not make an impartial decision about a member under investigation because of their relationship to that member; or
- b) may be affected by the results of that decision.

"Club" and **"Society"** refer equally to the Salmon Arm Fish and Game Club.

"Club Order" is a written decision issued to a member by a Board of Investigation after it has examined reported, alleged or observed incidents. See definition of "Board of Investigation."

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“Director” refers to member of the Board of Directors comprised of directors or members of the executive.

“Division Directors” are members of the Board of Directors appointed or elected by their division. They have no financial signing authority.

“Division” or **“Divisions”** refer to the special shooting disciplines the Club is organized into.

“Directors at Large” are Directors of the Board with no financial signing authority who may be appointed from time to time as required.

“Directors Meeting” or **“Board Meeting”** are the same and refer to meetings open to members of the Board of Directors.

“Elections Officer” is a member in good standing designated to conduct elections at an annual general meeting for executive positions and confirm directors at large and division director positions.

“Executives” are Directors of the Society and members of the executive committee. They hold elected positions and have financial signing authority.

“Executive Committee” are comprised of Directors of the Board who are elected and have signing authority.

“Executives’ Code of Conduct” refers to the rules of behaviour that members of the Board of Directors shall adhere to while conducting work for the Club.

“Final Order” is a written decision issued by an Appeal Board to uphold, amend or dismiss a club order issued by a Board of Investigation. The decision is final and not appealable.

“FOB”¹ stands for “Free on Board” and a programmable electronic key used to access buildings and facilities.

“General Meeting” refers to a regularly scheduled meeting that is open to every member of the Society.

“Guest” is a person invited by a member in good standing to participate in shooting activities at the Club. A guest is not a Club member.

¹ FOB: Free on Board originally defined how the liability, for transporting goods during the sailing days, transferred from the seller to the buyer when the goods were shipped.

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“Job Duties” or **“Job Description”** describe the duties and responsibilities for every member on the Board of Directors.

“Legislative Framework” represents all rules and clauses that govern member behaviour identified in the Constitution, Bylaws, Policies, Firearms Range Safety Rules and Codes of Conduct.

“Member” is a person or family member, in good standing with the Club, having paid their annual membership dues.

“Members’ Code of Conduct” refers to the rules of behaviour that all members agree to follow when they join the Club.

“Membership Dues” is the amount of money charged by the Society and paid by a person to renew their membership or become a member of the Club.

“Motion” means a written or oral application recommended by a member of the Board of Directors or a member in good standing. Motions must be put forward with the accompanying notice and a resolution for vote.

“Not in Good Standing” refers to the status of a member placed under investigation or suspension for:

- a) contravening or wilfully disregarding the Legislative Framework of Rules, Policies, Bylaws, Constitution and Codes of Conduct;
- b) endangering fellow shooters;
- c) breaching firearms range safety rules;
- d) not supervising their invited guests; or
- e) pending the outcome of Orders issued by a Board of Investigation and Appeal Board.

“Online Special Resolution” means a resolution requiring a minimum of 75% of the eligible online participating members voting in favour for it.

“Online Ordinary Resolution” means a resolution requiring a simple majority of the eligible online participating members voting in favour for it.

“Ordinary Resolution” means a resolution requiring a simple majority of the eligible voting members participating at a general meeting or annual general meeting vote in favour.

“Organization Structure” is a graphic and chart representation of the Club and its Divisions.

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“Policy” and “Policies” are a set of ideas that govern the behaviour and decision making of Club members and the Board members.

“Registry of Members” is a database of membership information captured from online and manual application sources.

“Special Resolution” means a resolution requiring a minimum of 75% of the eligible voting members participating at a general meeting or annual general meeting vote in favour.

“Specially Convened Meeting” refers to a meeting scheduled for a specific purpose. Ordinary and special resolution rules apply at this meeting.

“Term of Office” is the length of time a member serves in an elected or appointed position on the Board of Directors. The Board determines the length of time for each position.

“Treasurer” is an elected member of the Board of Directors.

“Voting Right” entitles a member in good standing to vote on all resolutions.

Definitions in Act Apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or Regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations prevail except where specified in the Bylaws, then they prevail.

1.4 The definitions in these Bylaws apply to the Club Policies.

1.5 If there is a conflict between the definitions in these Bylaws and the Club Policies, the definitions in these Bylaws shall prevail according to the order outlined in **Section 1.3**.

Part 2 – Members

Application for Membership

2.1 A person may apply to the Board for membership in the Society. The person becomes a member on the Board’s acceptance of their application and payment of their annual membership dues.

2.2 Upon payment of the annual membership dues, the member agrees that the Club shall manage and record personal information from their application.

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2.3 Kinds of Membership: There are five categories of members of the Society:

2.3.1 Regular Member is a member with voting rights and eligible to participate in all Club activities.

2.3.2 Family Member(s) includes two adult members and their dependent children up to and including 18 years of age and are all eligible to participate in all Club activities. Only adult members have a voting right.

2.3.3 Senior Member is a member who has reached the age of 60 and has the same rights as a regular member.

2.3.4 Youth Member is a member under 18 years of age with no voting right. They are eligible to participate in all Club activities.

2.3.5 Life Member may be appointed by ordinary resolution at a general meeting or by the Board of Directors. They are appointed in recognition of a lifetime of service and have all membership dues and fees paid by the Club. They maintain their voting right.

2.4 Registration of any Person meeting the requirements of **sections 2.1 and 2.3** shall become a member of the Club and be recorded on the **Registry of Members** as a voting member provided they are 18 years of age or older.

Duties of Members

2.5 Every member shall agree to uphold the Constitution of the Society, its Bylaws, Vision, Mission and Goals and the Members' Code of Conduct.

2.6 Every member shall agree to uphold the Firearms Range Safety Policy, the Target and Ammunition Policy and all posted Firearms Range Safety Rules.

2.7 Every member must participate in a mandatory Firearms Range Safety Orientation.

2.8 All members of the Board of Directors are members of the Club.

2.9 When a member is called upon to appear before a Board of Investigation or Appeal Board, that member is compelled to do so by their tacit agreement to become a member of the Club.

Amount of Membership Dues and Fees

2.10 The amount of the annual membership dues shall be determined by the Board of Directors.

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- 2.11** Increases in the annual membership dues and fees shall be approved by special resolution at a general meeting or annual general meeting prior to the beginning of the new calendar year.
- 2.12** The membership term is one year starting from the date membership dues are paid.
- 2.13** Membership dues are payable on completion of an online application, and thereafter, payable on the same calendar day each year.

Member Not in Good Standing

- 2.14** A member automatically becomes a member not in good standing if they:
- (a) break or contravene any of the rules or clauses of the Legislative Framework;
 - (b) endanger another member through the wilful disregard of the range safety rules or reckless behaviour;
 - (c) fail to supervise their guest(s) or prevent dangerous shooting behaviour by their guest(s);
 - (d) fail to uphold the Members' Code of Conduct; and
 - (e) impugn the reputation or good order of the Club.

Member Not in Good Standing may not Vote

- 2.15** A voting member, while not in good standing loses their voting right and can not vote for:
- (a) ordinary or special resolutions;
 - (b) online ordinary or special resolutions; or
 - (c) any discussion or motion requiring a vote.

Discipline and Termination of Membership and Appeal

- 2.16** Where a member is observed, alleged or reported to have broken a rule or clause in the Legislative Framework, endangered fellow shooters or violated Firearms Range Safety rules, a Board of Investigation shall be convened. The Board of Investigation shall:
- (a) investigate the violation and:
 - (i) write statements and include photographic evidence;
 - (ii) research and interpret the rules and clauses from the Legislative Framework;

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- (ii) document witness interviews from member and guests not under investigation;
 - (iii) document interview(s) of the member under investigation; and
 - (iv) record and issue every decision in this process;
- (b) advise the member under investigation that they are “not in good standing” with at least 10 days notice in writing by letter and/or email;
 - (c) advise the member under investigation that they have the right to appear before a Board of Investigation and state their case at the hearing;
 - (d) summon witnesses to appear before the Board of Investigation; when a witness, who is a member and not under investigation, refuses to appear, they may be subject to discipline and a club order at the discretion of the Board of Investigation;
 - (e) summon the member under investigation to appear before the Board of Investigation; if they refuse to appear, the Board of Investigation may terminate that person’s membership by club order;
 - (f) notice of a hearing and a summons shall be made by the Secretary and registered letter to the member’s last known address and to their last known email address;
 - (g) when a Board of Investigation issues a club order to a member under investigation, the judgment shall be in writing and:
 - (i) recommend discipline and state the reason(s);
 - (ii) recommend a fine to recoup the costs of any material or equipment damaged if required;
 - (iii) discipline may involve suspension of membership for a period;
 - (iv) recommend termination with cause; and
 - (v) advise the member of their right to appeal the club order; and
 - (vi) advise the member of the expiry date to file an appeal.
 - (h) the Secretary shall notify the member under investigation within ten (10) days of the date the club order was issued;
 - (i) the member under investigation has fourteen (14) days to appeal a club order after the “registered receipt” of that order;
 - (j) an appeal filed against a club order by a member under investigation must state the factual errors or errors in interpretation that the Board of Investigation made;

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- (k) convene an Appeal Board from members of the Board of Directors, other than those who participated on the Board of Investigation for the member under investigation, to hear the appeal within ten (10) days of the receipt of that appeal;
- (l) the Appeal Board shall review the alleged factual errors and errors of interpretation presented by the member under investigation, all documentation, evidence and transcripts from the Board of Investigation, and as required the pertinent rules and clauses in the Legislative Framework;
- (m) the Appeal Board shall issue a final order to uphold, amend or dismiss the club order. The Appeal Board shall state the reasons for the decision; and
- (n) the Secretary shall notify in writing the member under investigation within ten (10) days of the Appeal Board issuing its final order.

2.17 When an Appeal Board issues a final order to dismiss a club order brought against a member under investigation, it shall state the reasons for the judgement to both the member under investigation and to the Board of Directors.

2.18 At the discretion of the Appeal Board, a final order to dismiss a club order against a member under investigation may specify disciplinary action, education and further orientation as conditions for reinstating membership.

2.19 A member of the Board of Directors sitting on a Board of Investigation or an Appeal Board shall declare any conflict of interest they may have with the member under investigation.

2.20 Once a member is terminated with cause, they are not entitled to receive any portion of their annual membership dues back.

Ceasing to be a Member

2.21 A person shall cease to be member of the Club:

- (a) on December 31st of every year;
- (b) on their death, or in the case of the Club, on dissolution;
- (c) on having their membership terminated with cause;
- (d) on receipt of a resignation:
 - (i) in writing, by letter or email, to any member of the Board of Directors;
or
 - (ii) in writing by delivery to the address of the Club.

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- (e) on receipt of a verbal resignation:
 - (i) a member of the Board of Directors shall follow-up by phone and/or email to confirm the resignation; and
 - (ii) the Secretary shall issue in writing and/or email a confirmation of the resignation.

2.22 When terminating a member with cause:

- (a) that person shall have their access to the Club property cancelled;
- (b) if the breach of rules is serious enough, causes death or injury, as required under the Shooting Club and Shooting Ranges Regulations, incident information must be communicated to the RCMP and Chief Firearms Office;
- (c) the Club shall notify the British Columbia Wildlife Federation of the termination; and
- (d) that person shall lose their British Columbia Wildlife Federation insurance coverage.

Forfeiture of Property Interest

2.23 A member who is terminated from the Club shall forfeit:

- (a) all interest in any funds or property belonging to the Society; and
- (b) all keys, FOBs and access to the Club.

2.24 A member who is terminated from the Club shall have their FOB devices deactivated.

Bringing Suspended or Terminated Members to the Club as a Guest

2.25 A member, suspended by club order, may not access club property as a guest of another member who is in good standing.

2.26 A member, terminated by club order or final order, may not access club property as a guest of another member who is in good standing.

2.27 A member in good standing who brings a suspended member to club property as a guest is subject to discipline through a Board of Investigation.

2.28 A member in good standing who brings a terminated member to club property as a guest and depending on the circumstances of the club order and final order issued against the terminated member, the member in good standing may be subject to termination.

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Part 3 – General Meetings of Members

Time and Place of General Meeting

- 3.1** A general meeting must be held at the time and place the Board of Directors determine and:
- (a) specify a frequency of occurrence;
 - (b) specify the location of the meeting; and
 - (c) specify a place as prescribed when typically not held at the club house.
- 3.2** The Board of Directors may change a regular meeting to any day during the period commencing one day following the preceding regular general meeting and end with the day preceding the next regular meeting. A minimum of seven (7) days notice must be provided to the general membership.
- 3.3** The Board of Directors may organize a specially convened meeting between general meetings and notify members of the special business to be conducted. A minimum of seven (7) days notice must be provided to the general membership.
- 3.4** The Board of Directors shall give a minimum of seven (7) days notice of any changes to the location, date and time of any general meeting, annual general meeting or specially convened meeting by email, through the Club website or social media.

Ordinary Business at General Meeting

- 3.5** At a general meeting, the following procedures is ordinary business:
- (a) use of the Robert's "Rules of Order";
 - (b) business arising from the minutes of the previous meeting;
 - (c) consideration of any financial statements presented at the meeting;
 - (d) consideration of any operational issues, maintenance or capital projects;
 - (e) consideration of reports from members of the Board of Directors;
 - (f) business arising out of a report to the Board of Directors not requiring the passing of a special resolution;
 - (g) guest speakers from other like minded organizations; and
 - (h) guest speakers for education purposes.

Notice of Special Business

- 3.6** 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

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permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of General Meeting

3.7 The following individual(s) is entitled to Chair:

- (a) the individual appointed by the Board to preside as the Chair;
- (b) if the Board has not appointed an individual to preside as the Chair, or the individual appointed by the Board is unable to preside as the Chair, then the following may Chair:
 - (i) the President or designate;
 - (ii) a Vice President, if the President is unable to Chair; or
 - (iii) a Director, if both the President and Vice President(s) are unable to Chair; or
 - (iv) any person designated to Chair by the Board of Directors to chair the meeting shall be appointed.

Alternate Chair of General Meeting

3.8 If there is no individual entitled under these Bylaws who can preside as the Chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the Chair.

Quorum Required

3.9 Business must not be transacted at a general meeting unless a quorum of members with voting rights is present.

Quorum for General Meetings

3.10 The quorum for the transaction of ordinary business at a general meeting is fifteen (15) members with voting rights.

Lack of Quorum at Commencement of Meeting

3.11 If, within 20 minutes from the time set for holding a general meeting, a quorum of voting members is not present, then:

- (a) in the case of a meeting convened at the request of members, the meeting is terminated;
- (b) the President may reconvene the general meeting at a later date; and
- (c) in any other case, the meeting stands adjourned to the next regularly scheduled general meeting.

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If Quorum Ceases to be Present

3.12 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.

Adjournments by Chair

3.13 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.

Notice of Continuation of Adjourned General Meeting

3.14 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.

Order of Business at General Meeting

3.15 The Robert's "Rules of Order," shall govern the proceedings and the order of business at a general meeting. They are as follows:

- (a) elect an individual to Chair the meeting, if necessary;
- (b) determine that there is a quorum of members who have a voting right;
- (c) record those members in attendance;
- (d) approve the agenda;
- (e) approve the minutes from the last general meeting;
- (f) address unfinished business from the last general meeting;
- (g) accept motions and resolutions from the floor that are under a \$500 spending limit;
- (h) motions and resolutions from the floor that are greater than a \$500 spending limit shall be postponed and put in abeyance on a Point of Order until the Board of Directors has had such time to review:
 - (i) the motion or resolution;
 - (ii) a notice of special resolution must be made by the proposing member to the Board of Directors;

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- (iii) once the Board of Directors have completed its review, the notice of special resolution must contain a recommendation “for” or “against” from the Board of Directors; and
- (iv) voting shall be conducted at the next general meeting provided enough notice has been given for the special resolution.
- (i) if the meeting is an annual general meeting:
 - (i) the Chair or President shall hand the meeting over to an appointed Elections Officer;
 - (ii) the Elections Officer is designated to conduct the election process according to **Election or Appointment for Members of the Board of Directors section 4.8**;
 - (iii) once the election process is complete the Chair or President shall resume conducting the annual general meeting and consider:
 - yearly reports from members of the Board of Directors;
 - Treasurer’s year-to-date financial statements, reports and audits;
 - reports on capital or special projects, operating and maintenance costs; and
 - continue with the ordinary business of the Club.
- (j) conduct new business;
- (k) manage notices of motion or resolution from the floor at a general meeting; and
- (l) terminate the meeting.

Methods of Voting for all General Meetings, Annual General Meetings and Specially Convened Meetings

3.16 A quorum of members with voting rights must be present.

3.17 Voting shall be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot, or a secret ballot is directed by the Chair of the meeting, voting must be by a secret ballot.

3.18 Voting on special resolutions require that 75% of the voting members present at the meeting vote in favour.

3.19 All resolutions, except special resolutions, require the majority members present with a voting right to vote in favour.

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Methods of Voting for Online Special and Ordinary Resolutions

3.20 As per Part 6 Members and General Meetings, Division 3 – Voting, Right to Vote Sections 84 (5) and 84(6) of the Societies Act, the Board of Directors has the authority to direct that alternate forms of voting be used for special resolutions or ordinary resolutions to increase member participation in the voting process. These include:

- (a) internet and “web-enabled” online voting;
- (b) voting by mail; and
- (c) both a) and b) simultaneously.

3.21 The Board of Directors shall direct that “web-enabled” special resolution or ordinary resolution online processes be specifically designed to:

- (a) inform members and provide them time to review information about the resolution;
- (b) clearly outline the time frame when the voting can occur;
- (c) verify the member voting has a voting right;
- (d) capture and tabulate aggregate results of the voting;
- (e) publish the results of the vote by informing the members through the Club website and social media;
- (f) announce the results of the vote at the next general meeting under business arising;
- (g) online special resolutions require a minimum of 75% of the voting members participating online to vote in favour; and
- (h) online ordinary resolutions require a simple majority of the voting members participating online to vote in favour.

3.22 The Chair shall abstain from voting on ordinary or special resolutions or online ordinary or special resolutions.

Announcement of Result

3.23 The Chair or designate must announce the outcome of each vote; that outcome must be recorded in the minutes of the general meeting in which that vote took place.

3.24 The Chair or designate must announce the outcome of each online vote; that outcome must be recorded in the minutes of the next general meeting after the voting took place and on the Club website.

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- 3.25** When an equality of votes occurs in any meeting, the Chair or designate shall have the casting vote to decide the ordinary or special resolution.
- 3.26** When an equality of votes occurs in an online resolution, the President or designate, shall have the casting vote to decide online ordinary or special resolution.
- 3.27** The President or designate may not vote on any resolution as they act as a tie breaker when there is an equality of votes.
- 3.28** The President or designate must announce the outcome of each vote conducted using any online resolution process at the next general meeting, on the Club website and using social media.

Proxy Voting not Permitted

- 3.29** Voting by proxy is not permitted at general meetings, annual general meetings and specially convened meetings.
- 3.30** Voting by proxy on online ordinary and special resolutions is not permitted.

Limitations

- 3.31** No motion or resolution proposed from the floor at a general meeting, annual general meeting or specially convened meeting, that is greater \$500, shall commit the Club until it is considered by the Board of Directors. If such resolutions are offered:
- (a) they shall not be discussed, but put in abeyance on a point of order by the Chair;
 - (b) the proposing member shall supply the Board with a written motion or resolution;
 - (c) the Board of Directors shall discuss and consider the resolution from the floor;
 - (d) the Board of Directors shall bring the resolution back to the general membership with a notice of resolution for a future meeting, the proposed resolution and a written recommendation from the Board; and
 - (e) the Board of Directors shall conduct a vote at a subsequent meeting that the notice of resolution scheduled.

Matters decided at General Meeting by Ordinary Resolution

- 3.32** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Societies Act or these Bylaws

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to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 4 – Directors

Number of Directors on the Board

4.1 The Society may restructure and reorganize over time and consequently, the number of members on the Board of Directors may change.

Election or Appointment of Directors

4.2 At every second annual general meeting, the members with voting rights shall elect all executives and confirm the appointments of the directors at large and division directors for those positions whose terms are expiring.

4.3 The Past President shall create a nominating committee, appoint and support an Elections Officer.

4.4 The Past President shall ask each division to:

(a) appoint or elect a division director for the next term; or

(b) ensure that the names of those division directors to be appointed to the Board are forwarded to the Elections Officer.

4.5 Prior to the annual general meeting the Past President shall inform the membership about the positions requiring election and those requiring appointment to the Board of Directors.

4.6 Through social media, the Club website and at the general meeting(s) prior to the annual general meeting, the Election Officer shall seek nominations of members for elected positions on the executive committee willing to stand for:

(a) President;

(b) Vice President;

(c) Range Director;

(d) Membership;

(e) Treasurer and;

(f) Secretary.

4.7 The Elections Officer shall seek nominations of members in good standing who are willing to stand for election:

(a) prior to the annual general meeting at a general meeting; or

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(b) prior to the annual general meeting directly by phone or email, or through social media; and

(c) from the floor of the annual general meeting.

4.8 At the annual general meeting, the Elections Officer shall:

(a) conduct the elections for each executive position;

(b) count the vote for each executive position;

(c) announce the winner of the vote for each executive position;

(d) if required, manage motions to “poll the vote”;

(e) announce the vote results after they are polled; and

(f) put forward a motion to destroy all ballots, manage the voting process for this motion, and destroy all ballots.

4.9 At the annual general meeting, the Past President or Elections Officer shall confirm the appointments of division directors and directors at large.

4.10 At the annual general meeting, the Secretary shall record the results of each election and each appointment in the meeting minutes.

4.11 The Secretary shall publish the results of all elections and appointments on the Club website and through social media.

Directors may fill Casual Vacancy on Board

4.12 The Board may, at any time, appoint a member to the Board of Directors to fill a vacant position as they arise.

Term of Appointment of Director filling Casual Vacancy

4.13 A member of Board of Directors appointed by the Board to fill a vacancy ceases to be director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Election of Division Directors and Directors at Large

4.14 Members of each division may meet prior to the annual general meeting to elect or nominate their own division directors to the Board of Directors. Their names shall be forwarded to the Secretary, Past President and Elections Officer before the annual general meeting.

4.15 The Board may elect or appoint a member to the Board of Directors to serve as a director at large.

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Expectations for Members of the Board of Directors

- 4.16** As Directors, all members of the Board of Directors shall be held to a higher standard of conduct and subject to the Executives' Code of Conduct. They also must adhere to the Members' Code of Conduct.
- 4.17** (a) All Directors are subject to the Constitution, Bylaws, Policies, Rules and Procedures of the Legislative Framework;
- (b) All Directors must attend 8 Director's Meetings and 8 General Meetings a year;
- (c) If a Director cannot attend a Director's or General meeting they must notify the Secretary;
- (d) By majority vote, the Board may remove any director for abandonment of their position or multiple "no shows" to Director's and General Meetings;
- (e) The Board will appoint a spokesperson to discuss the decision with "removed" Director; and
- (f) The Board Secretary shall inform the "removed" Director in writing.

Removal of Members of the Board of Directors

- 4.18** Where a member of the Board of Directors is observed, alleged or reported to have broken a rule or clause in the Legislative Framework, endangered other shooters or violated Firearms Range Safety rules, that member of the Board shall be notified as follows and in writing that they are "not in good standing":
- (a) by the President and two (2) Executive members - status pending the outcome of an examination by a Board of Investigation;
- (b) by two (2) Executive members and one (1) other member of the Board of Directors pending the outcome of an examination by a Board of Investigation.
- 4.19** When a President is notified that they are under investigation by a Board of Investigation:
- (a) the President shall cease their job duties immediately;
- (b) the President's job shall be assumed immediately by a Vice President appointed by a majority vote of the Board;
- (c) the President may not participate in the vote noted in point (b) above; and

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- (d) the President under investigation loses their voting rights pending the outcome of the investigation.
- 4.20** If a division director or director at large is placed under investigation:
- (a) that director shall cease their job duties immediately;
 - (b) a new director may be:
 - (i) appointed or elected by the members of the division in question; or
 - (ii) may be appointed by a majority vote of the Board of Directors; and
 - (c) the director under investigation loses their voting rights pending the outcome of the investigation.
- 4.21** A meeting of the Board and Board of Investigation less the member placed under investigation, shall be convened to:
- (a) discuss future steps;
 - (b) form a Board of Investigation;
 - (c) at their discretion suspend membership privileges of the individual in question;
 - (d) may implement **Forfeiture of Property Interest sections 2.23 and 2.24** until the investigation and appeal process is completed; and
 - (e) form an Appeal Board if required.
- 4.22** A member of the Board under investigation shall have the same rights to due process as outlined in **Termination of Membership sections 2.16, 2.17 and 2.18**.
- 4.23** When the Secretary is under investigation, the Board of Directors shall appoint another member of the Board to perform the duties of Secretary outlined in **Termination of Membership sections 2.16, 2.17 and 2.18**.
- 4.24** Members sitting on a Board of Investigation or an Appeal Board must declare any conflicts of interest they may have with an individual under investigation; they must excuse themselves from that Investigation or Appeal Board.
- 4.25** Club orders and final orders that terminate a member of the Board shall have same force and effect as outlined in **Ceasing to be a Member sections 2.21 (c) and 2.22, Forfeiture of Property Interest sections 2.23 and 2.24, and Bringing Suspended or Terminated Members to the Club as a Guest sections 2.25 through 2.28**.

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Maintenance Fees, Guest Fees and Other Charges

- 4.26** The Board of Directors may implement an annual maintenance fee and:
- (a) set the rate payable by each member at the time they renew or apply for their membership; and
 - (b) retain this fee for operating, maintenance and improvement expenses solely for the Club.
- 4.27** The Board of Directors may establish fees for visiting guests.
- 4.28** The Board of Directors may create a guest pass system and:
- (a) establish the number of free annual passes allowable per member;
 - (b) establish the fee rate for each subsequent guest pass; and
 - (c) collect guest pass fees from members.
- 4.29** The Board of Directors may direct the Club recoup the costs for gate keys and FOBs.

Volunteers

- 4.30** Members may volunteer their time to:
- (a) organize shooting events and competitions;
 - (b) game banquets, gun shows and raffles;
 - (c) conduct education and safety orientation sessions;
 - (d) maintain the property, build target stands and backs; or
 - (f) any other activity approved by the Board.
- 4.31** The Board of Directors shall direct that volunteer hours be tracked if required and passed to Membership.
- 4.32** The Board of Directors shall direct that members who volunteer may be recognized in the following manner:
- (a) individuals may be acknowledged for their contributions and provided a gift certificate/card or credit towards membership dues in the following calendar year;
 - (b) individuals may be acknowledged for their contributions collectively with a Club sponsored volunteer appreciation event; or
 - (c) individuals may be conferred as a **Life Member section 2.3.5** for their long volunteer services.

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Part 5 – Meetings of the Board of Directors

Calling Board of Director Meetings

- 5.1** This Society shall organize regularly scheduled Board meetings.
- 5.2** The Board of Directors meeting shall be held:
- (a) monthly;
 - (b) on the same day immediately prior to the general meeting or annual general meeting that is scheduled.
- 5.3** The Board of Director meetings, unless otherwise specified, is open to the general membership.
- 5.4** Additional Board of Directors meetings may be called by the President, or designate, to address emergent issues, safety issues of a pressing nature or any other issue requiring immediate attention.

Notice of Board of Directors Meeting

- 5.5** At least 2 days notice must be given for an additional Board meeting unless a majority of the directors agree to a shorter notice period.

Proceedings Valid Despite Omission to give Notice

- 5.6** The accidental omission to give notice for an additional Board meeting to directors, or the non-receipt of a notice by directors, does not invalidate proceedings at the Board meeting if a majority of the Board of Directors are present.

Conduct of Board of Directors Meetings

- 5.7** The Board of Directors shall follow the guidelines listed in the **Order of Business at General Meetings section 3.15**. They may regulate and change their meeting and proceedings by a majority vote of those present, and as they see fit.
- 5.8** Directors participating by teleconference, "Skype" or other "web based" technologies are considered present for a Board meeting.
- 5.9** The President, or designate, shall chair Board meetings.
- 5.10** The President may delegate chair duties to any member of the Board of Directors.
- 5.11** If the President is not present within 15 minutes after the time appointed for holding the Board meeting, a board member shall assume the duties of the Chair.

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- 5.12** In order to build expertise in chairing meetings of the Board of Directors, the President may rotate delegating chair duties to other directors.
- 5.13** At their meetings, members of the Board may:
- (a) create and provide notice of ordinary resolutions to the general membership as required;
 - (b) create and provide notice of special resolutions to the general membership as required;
 - (c) contract, operating, maintenance and capital expenditure requests greater than \$500 may be approved by majority vote; and
 - (d) schedule and conduct all resolution votes at general meetings, annual general meetings or specially convened meetings.
- 5.14** In order to manage the Club between Board meetings, the Board of Directors may approve contracts and make financial expenditure decisions greater than \$500 by a simple majority to rectify range safety issues; to satisfy legal and regulatory requirements regarding shooting range approvals; to implement previously approved resolutions and:
- (a) affix their signatures to written documentation; or
 - (b) approve by email or verbally by phone; or
 - (c) in cases where directors are unavailable to consult, three (3) executives must approve expenditures in a manner outlined in points (a) and (b) above; and
 - (d) record the names of the Board of Directors or executives approving the expenditures along with the date and time.
- 5.15** The Secretary shall place all records of decisions made in **Conduct of Board of Director Meetings section 5.14** in the minutes of the next Board meeting and is as valid and effective as if regularly passed at meeting of the Board of Directors.

Quorum of Directors

- 5.16** The quorum for the transaction of business at a Board of Directors meeting is 50% of filled board positions (Executive and Director members of the board).

Part 6 – Board Positions

Election or Appointment to Board Positions

- 6.1** Members of the Board must be elected or appointed to the following positions:

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- (a) **Executive Positions** – elected with financial signing authority:
 - (i) President;
 - (ii) Vice President;
 - (iii) Range Director;
 - (iv) Membership;
 - (v) Treasurer; and
 - (vi) Secretary.
- (b) **All Executive Position Terms** – elected to two (2) year terms; duration of terms shall be organized so that only one half (1/2) of the executive positions expire in any given year. Staggering position end dates ensures continuity of leadership and corporate memory.
- (c) **Division Directors** – appointed with no financial signing authority other than delegated authority for purchase orders.

6.2 A Past President is an automatic appointment conferred on the outgoing President once elections and appointments are completed at an annual general meeting. A Past President appointment takes effect at the beginning of the next new season.

6.3 If an outgoing President cannot fulfill the duties of the Past President, then the Board of Directors, by majority vote, may appoint a former Past President, a former member of the Board of Directors or a member to the role.

Division Directors

6.4 Division directors are responsible to:

- (a) represent their division's interests on the Board;
- (b) report to the Range Master having been appointed to the Board; and
- (c) share information between the Board and members of their division.

6.5 All division directors shall act in accordance with the duties of their job description, the Executives' Code of Conduct and the Members' Code of Conduct.

Duration of Board Positions

6.6 All Board positions shall be effective January 1st immediately following the annual general meeting when the elections or appointments were held.

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- 6.7** All Board positions are two (2) years in duration with specified end dates.
- 6.8** A Member in Good Standing who served on the Board, may stand for re-election and subsequent two-year terms.

Building Leadership Capacity – the Role of each Board Member

- 6.9** When practical, to build leadership capacity within the Club:
- (a) each member of the Board shall mentor one person from their division or the Club;
 - (b) each member of the Board shall mentor or coach a Club member or another Board member; and
 - (c) each member of the Board is encouraged to delegate tasks to other members to build leadership capacity within the Club.

Role of President

- 6.10** The President or designate shall:
- (a) chair the Board;
 - (b) supervise and delegate tasks to members of the Board;
 - (c) chair all meetings; and
 - (d) act in all matters concerning the Club, its activities and business.
- 6.11** The President shall act in accordance with the duties of their job description, the Club's legislative framework and all Codes of Conduct.

Role of Vice President

- 6.12** The Vice President shall:
- (a) act as Vice Chair of the Board when the President is unable to act;
 - (b) appoint by majority vote with the Board of Directors an "acting" President if he / she is unable to act;
 - (c) act through majority vote with the Board of Directors to carry out the duties of the President; and
 - (d) supervise the members of the Board of Directors reporting to them.
- 6.13** All Executive members and Directors shall act in accordance with the duties of their job description, the Club's legislative framework and all Codes of Conduct.

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Role of Secretary

6.14 The Secretary or designate shall:

- (a) issue notices for all meetings;
- (b) take minutes at general meetings, annual general meetings, specially convened meetings and Board meetings;
- (c) keep the records for the Society in accordance with the Societies Act;
- (d) conduct the correspondence for the Board of Directors;
- (e) jointly file the annual report of the Society with the Treasurer and make any other filings with the Societies Registrar as required under the Societies Act;
- (f) forward in writing/email any correspondence by a Board of Investigators or Appeal Board;
- (g) forward club orders and final orders to members under investigation; and
- (h) file club orders and final orders in the Club archives and with Membership; and
- (i) notify the British Columbia Wildlife Federation of any member terminations.

6.15 The Secretary shall act in accordance with the duties of their job description, the Club's legislative framework and all Codes of Conduct.

Absence of Secretary from Meeting

6.16 In the absence of the Secretary, the Board shall appoint another individual from the Board of Directors to act as Secretary for the meeting.

6.17 The appointed Secretary appointed in **section 6.16** above shall produce the meeting minutes and forward them to the incumbent Secretary and to the Board of Directors if required.

Role of Treasurer

6.18 The Treasurer shall:

- (a) conduct all transactions according Generally Accepted Accounting Principles (GAAP) and the Club Financial Policy;
- (b) collect and deposit all membership dues, fees, donations and revenues;
- (c) maintain a Chart of Accounts and a General Ledger;
- (d) keep accounting records in respect of all financial transactions;

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- (e) prepare all financial statements; and
- (f) under the Societies Act, and jointly with the Secretary, file all year end financial statements with the Societies Registrar.

6.19 The Treasurer shall act in accordance with the duties of their job description, the Club's legislative framework and all Codes of Conduct.

Part 7 – Remuneration of Directors and Signing Authority

Remuneration of Directors

- 7.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director.
- 7.2** The Club may remunerate a director for services rendered or expenses incurred by that director on behalf of the Club.

Signing Authority

- 7.3** A contract or any financial record requiring a signature, shall be in accordance with the Club's Financial Policy and signed on behalf of the Society by:
- (a) the President and another executive;
 - (b) the President and Treasurer;
 - (c) two (2) Executive members when those in (a) and (b) above are unavailable;
 - (d) an Executive member and the Secretary if (a), (b) and (c) are unavailable; and
 - (e) in any case, by one or more individuals specifically authorized by the Board to sign on behalf of the Society.