

# Nanaimo Paddlers Bylaws

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Adopted/Amended: February 5, 2020

## **NAME**

The club's name is Nanaimo Paddlers and may be referred throughout this document as "the Club".

## **Part 1 - Interpretation**

1. In these bylaws, unless the context otherwise requires:
  - I. "directors" means the duly elected Board of Directors.
  - II. "Society Act" means the Society Act of British Columbia and all amendments to it.
  - III. "BOD" means Board of Directors.
  - IV. "AGM" means Annual General Meeting.
  - V. "e-vote" means a vote taken using an electronic medium such as email.
  - VI. "simple majority" means 50% +1 of votes cast.
  - VII. "good standing" means that the member's annual dues are paid in full and she/he is not under suspension or expulsion.
  - VIII. "officers" means a member of the Board of Directors or other members appointed to act on behalf of the BOD.
  - IX. The definitions in the Society Act on the date these by-laws come into effect apply.

## **Part 2 - Membership**

2. Any person nineteen years and older may become a member of Nanaimo Paddlers by submitting an application form, signing a waiver and paying the annual fee.
3. The annual membership fee shall be set at the Club's Annual General Meeting by majority vote of members present.
4. Every member must uphold the constitution and comply with these bylaws.
5. A person ceases to be a member of the Club:
  - I. Upon resigning in writing to the BOD.
  - II. Upon non-payment of annual dues for a period of two months after the deadline for payment.
  - III. Upon being expelled from the Club.

## **Membership Suspension/Expulsion**

6. If a member engages in conduct or behaves in a manner inconsistent with the aims and goals of the Club, the BOD may terminate or cancel the membership of that member. This action requires a decision of the BOD that must be carried by a two thirds majority vote.

## **General Membership Rights**

7. Members in good standing may attend and participate in the Club's monthly meetings, extra-ordinary meetings, AGMs and other Club events.
  - I. All members may attend and participate in meetings of the Club's general membership.
  - II. All members who have paid their annual dues and lifetime members shall have voting rights.
  - III. All members may participate in Club social activities and events. To take part in club paddles or trips, members must have basic paddling skills and know how to do an assisted rescue.

## **Part 3 - Meetings of Members**

8. Nanaimo Paddlers meet on a regular basis at a time and place set by the BOD. The meetings are intended to keep members up to date on matters of general interest to paddlers; to share information and to address issues or concerns. This constitutes a general meeting of members.
  - I. The BOD shall meet monthly or as required.
  - II. The BOD may convene an extraordinary general meeting when deemed necessary.
  - III. Once in every calendar year, the BOD shall convene an Annual General Meeting (AGM).
  - IV. The BOD shall give members advance notice of meetings that specifies the place, day and time of meetings and in the case of special business, the general nature of that business.

## **Part 4 - Proceedings at Meetings**

9. General meeting of members may include the following items:
  - I. Introduction of new members.
  - II. Update from the President on work that is in progress.
  - III. Information on upcoming events, training programs or other items of interest to members.
  - IV. Any special business (as in the case of an extraordinary general meeting).

- V. New business. This is generally an opportunity for members to identify issues they would like the BOD to take under consideration.
  - VI. Special presentations e.g. guest speakers.
  - VII. Social or networking time.
10. Annual General Meetings shall include the following items:
    - I. President's report. This generally recaps highlights from the year past, identifies any issues or challenges and informs members of strategic undertakings for the year ahead.
    - II. Committee Chairs/Directors' reports. This generally provides information on the work of the committee during the year past.
    - III. Financial Report for the year.
    - IV. Motion to appoint an auditor or motion to not have an audit.
    - V. Election of a Board of Directors.
    - VI. Any changes to Constitution and Bylaws.
  11. For the purpose of conducting business at an AGM, a quorum is four (4) members. If at any time during the meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or the meeting is adjourned.
  12. Board of Director meetings may include the following items:
    - I. Adoption of the agenda and minutes from the previous meeting.
    - II. Business arising from the minutes.
    - III. President update on work in progress or new developments.
    - IV. Directors and/or committee Chairs update the Board on work in progress, issues etc.
    - V. New Business.
  13. For the purposes of conducting business at Board meetings, a quorum shall constitute four (4) or more Board members.
    - I. If at any time during a BOD meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or the meeting is adjourned.
    - II. If within fifteen (15) minutes from the time appointed for a Board meeting a quorum is not present, the meeting must stand adjourned to the same day, time and place of the following week. If there is still not a quorum present within fifteen (15) minutes of the appointed time for the meeting, the members present constitute a quorum.
    - III. If at a BOD meeting there is no president or vice-president present within fifteen (15) minutes and a quorum exists, then the members may choose one of their number to chair the meeting.
  14. A resolution proposed at a BOD meeting must be seconded and the President/Chair may not move or second a resolution.

15. Motions pertaining to regular business at a BOD meeting require a simple majority to pass.
16. In the case of a tie vote, the President has a second or deciding vote in addition to the one vote that every member may cast.
17. In the event of some extraordinary or special business arising in advance of the next regularly scheduled BOD meeting, the President or the Secretary - on direction from the President - may put a motion to the BOD through the use of email or other electronic media.
  - I. The communication must go to all members of the BOD and it must specify a deadline for responses to be submitted.
  - II. All members of the BOD must have access to the media that is used.
  - III. The communication shall contain the reason for requiring an e-vote, the body of the motion, the names of the mover and seconder as well as any information that is deemed pertinent to the issue under consideration.
  - IV. An e-vote must have a simple majority in order to pass the resolution unless the matter under consideration requires otherwise according to the bylaws.

#### **Part 5 - Board of Directors and Elections**

18. The BOD shall consist of a minimum of five (5) and a maximum number as needed to support changing structures and activities within the Club.
19. Selection of the positions of President, Vice President, Treasurer, Secretary and Committee Chairs takes place at the first meeting of the BOD.
20. The term of office for all Board positions is one (1) year. The President and Vice President may serve no more than two (2) additional terms. All other Directors may serve unlimited terms subject to their annual re-election to the BOD.
21. An election may be by acclamation if the number of people offering to serve on the BOD does not exceed the maximum number of positions available. In the event that more than the maximum number offer to serve on the BOD, voting will take place by ballot.
22. The BOD may at any time appoint a member as director to fill a position that becomes vacant. A director so appointed holds office until the next AGM and is eligible for re-election at this time.

#### **Part 6 - Duties of Officers**

23. **The President** is the chief executive officer of Nanaimo Paddlers and helps ensure that officers/directors fulfill their duties.

- I. The President shall send out notices of all meetings of the Club and prepares agendas to guide the proceedings.
  - II. The President shall preside at general meetings of the Club, the BOD and the AGM.
  - III. At the Annual General Meeting, the President shall submit and present a report on the Club's activities for the past year and plans for activities in the coming year.
  - IV. The President is the spokesperson for the Club.
  - V. At the end of the elected term, the President shall continue to serve as immediate Past President.
24. **The Vice President** shall assist with the President's duties as needed and shall carry out the duties of the President during his/her absence. Should the President resign or vacate the office at any time during the term, the Vice President shall serve as President for the remainder of the term.
25. **The Past President** shall assist the President with Club business to ensure continuity from one Board of Directors to the next. The Past President shall perform such duties as may be delegated by the BOD.
26. **The Secretary** shall keep minutes of BOD meetings and the AGM.
- I. The Secretary shall have custody of Club records and documents except those that need to be kept by the Treasurer.
  - II. The Secretary shall liaise with the Editor of the monthly newsletter to ensure that the minutes of BOD meetings are distributed electronically to all members via the newsletter.
  - III. In the absence of the secretary, board members must appoint a member to act as secretary at its meetings.
27. **The Treasurer** shall have charge of the financial affairs of Nanaimo Paddlers and take the lead role in maintaining the Club's financial health and integrity.
- I. The Treasurer shall oversee administration of the annual budget.
  - II. The Treasurer shall receive all funds and under the direction of the BOD, disburse all funds on behalf of the Club.
  - III. The Treasurer shall keep the financial records, including accounts necessary to comply with the Society Act.
  - IV. The Treasurer shall provide the BOD complete financial statements reflecting the Club's current financial status.
  - V. At fiscal year end, The Treasurer shall prepare and present to the membership at the AGM a complete Financial Statement for the year.
28. **Directors and Committees**
- I. Directors shall undertake specific responsibilities as required to help the Club fulfill its mandate. This may involve taking individual responsibility to advance strategic initiatives, chairing committees or serving as board

- liaison to committees that otherwise function with their own elected chair.
- II. Directors may also serve “at large”. Directors at large have no specific assignment. They are responsible for assisting the President in the conduct of the Club’s business and performing duties that are delegated from the BOD from time to time.
  - III. The BOD may institute committees that oversee the Club’s core activities. These committees may include but are not limited to:
    - a) Host Committee
    - b) Guest Speaker Program Committee
    - c) Safety Committee
    - d) Skills and Education Committee
    - e) Nominating Committee
    - f) Membership Committee
  - IV. The BOD may also institute such special committees as are deemed necessary and may thereafter disband such committees at its discretion.
  - V. Chairs of special committees shall be appointed by the BOD whenever necessary.

## **29. Duties of Committee Chairs**

The Chair of a standing or a special committee shall be responsible to the Club’s BOD for carrying out the duties of the committee and for the correct handling of income and expenditure by the committee.

- I. The Chair shall keep the BOD informed of the committee’s activities by reporting to the BOD or to a particular member of the BOD.
- II. The Chair shall select members for their committees. The Chair may liaise with the BOD as needed to assist in selecting committee members.
- III. As soon as practical after being appointed, the Chair shall supply to the Treasurer for the approval of the BOD, a budget of proposed expenditures by the Committee.
- IV. The Chair shall be responsible for documenting the activities and procedures established through the committee’s activities.

## **Part 7 – Officers Generally**

### **Removal of Officers**

30. In addition to the replacement of officers by election as provided for elsewhere in these bylaws, any officer shall be removed if she/he is expelled, suspended or resigns as a regular member pursuant to Bylaw 5.

## **Part 8 – Dues and Finance**

31. All monies belonging to the Club shall be deposited in its name in an account of a Chartered Bank or Trust Company as approved by the BOD.
32. Any withdrawal of monies belonging to the Club shall be done by cheque and require two signatures. These are to include the President and/or Treasurer and one other member of the BOD if required.
33. The books and records of Nanaimo Paddlers may be inspected by any member at the AGM or at any other time upon being given not less than two (2) weeks notice to the BOD.
34. The Club may offer an honorarium and/or reimburse members or others for reasonable expenses incurred in the performance of her/his duties subject to approval by the BOD. Receipts shall be required for the majority of expenses incurred.

## **Part 9 – Bylaws**

These bylaws may be amended or rescinded by resolution at an Annual General Meeting or by special resolution at an extraordinary general meeting of all members. A two third (2/3<sup>rd</sup>) majority of those present at the meeting is required for approval to change the bylaws.