

GREATER VICTORIA YOUTH ROWING SOCIETY BYLAWS

PART 1 INTERPRETATIONS

I In these bylaws, unless the context otherwise requires,

- i) "Society" means the Greater Victoria Youth Rowing Society;
- ii) "Rowing" means sweeping and sculling.

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

III i) "Ordinary resolution" means a resolution passed by the members in general meeting by not less than three quarters of the votes cast at that meeting.

PART 2 MEMBERSHIP

1. The Persons eligible for membership in the Greater Victoria Youth Rowing Society shall be students, parents, guardians, teacher sponsors, teacher coaches and any other interested persons of the community interested in supporting youth rowing with schools and youth rowing in Greater Victoria.
2. Every member shall be held to have notice of and to acquiesce in all the bylaws of the Society.
3. No paid officer or servant of the Society shall be a member of the Society. However, such persons may, at the discretion of the directors, be extended certain privileges of the Society excepting the right to vote.
4. Entrance fees, membership dues and charges are payable in such amounts and in such manner as shall be fixed by the directors from time to time.
5. The Secretary shall notify members of any dues, assessments or accounts that they may owe to the Society. If the amount owed is not received by the Society within 30 days of the date of such notice, the member shall be considered to be in default and the directors may have his/her name posted. If payment is not received within 30 days of such posting the member shall at the discretion of the directors, cease to be a member in good standing of the Society. The member in default has the right to appear before the board of directors to

explain the no-payment but this shall not release him/her from any liability to the Society. Any person ceasing to be a member in good standing of the Society under this Article may, at any time, again become a member provided he pays all dues, assessments or charges owed by him and he then must be approved in the usual manner.

6. Resignation of Members Any member whose subscription is paid to date may resign his membership of the Society by written notice to the Secretary and thereupon such member shall cease to be a member of the Society.
7. Expulsion The directors may suspend or expel any member who, in their opinion, is guilty of misconduct or who has violated any rules of the Society. Any member who has been expelled or suspended has the right to appeal such a decision before the board of directors.

PART 3 GENERAL MEETING

8. The annual general meeting of the society must be held at least once in every calendar year and not more than 15 months after the adjournment of the previous annual meeting.
9. The order of business at the annual general meeting shall be as follows:
 - a. The reading and confirmation of minutes of previous meeting;
 - b. President's report;
 - c. Treasurer's report
 - d. Other reports;
 - e. Election of directors;
 - f. Election of auditors;
 - g. Notices; and
 - h. Notice of motion.
10. Members shall be given at least fourteen clear days notice of any annual general meeting. The notice shall specify the place, the day, the hour of the meeting and the general nature of business to be transacted. The non-receipt of the notice, by any member, shall not invalidate the proceedings or any resolution passed at the annual general meeting.
11. All general meetings, other than annual general meetings, shall be called extraordinary general meetings. The directors may, whenever they think fit or upon the written requisition of any 10% or more of members of the Society, convene an extraordinary general meeting.

Every such requisition shall set out the purpose for which the meeting is to be called.

12. Any member desiring to make a motion at any general meeting shall give notice in writing of the same to the Secretary at least 10 days prior to the date of the meeting.

PART 4 PROCEDURE AT GENERAL MEETINGS

13. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to do business. Eight (8) members present in person shall form a quorum. If within one hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any case it shall stand adjourned until the same day in the next week at the same time and place and, if at such adjourned meeting a quorum is not present, it shall be adjourned indefinitely.
14. The President, and in his absence the Vice-President, shall preside as chairman at every general meeting of the Society.
15. If neither the President nor the Vice-President is present within fifteen minutes after the time of holding the meeting, the members present in person may choose someone of their own number to be chairman of the meeting.
16. The President, with the consent of the meeting, may adjourn any meeting, from time to time, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
17. Every member shall have one vote, but the President will only use his vote to break a tie.
18. At all general meetings of the Society questions shall be decided by an ordinary resolution. All voting shall be open and by a show of hands excepting for the election of directors, which shall be taken by ballot or any such other way as the members entitled to vote in general meetings may prescribe.

PART 5 BOARD OF DIRECTORS

19. The affairs of the Society shall be managed by a board of directors. The board of directors shall consist of any qualified member of the society. Out of these directors shall be elected President, Vice-President, Secretary and Treasurer. The past President of the Society will also be a director.
20. The executive officers shall be elected for a term of two years: The President and Secretary will be elected in even-numbered years and the Treasurer and Vice President will be elected in odd numbered years. All other directors shall hold office for one year but shall be eligible for re-election.
21. Five members personally present at director's meeting will form a quorum and all questions arising at any meeting shall be decided by a majority vote with the President casting the deciding vote in case of a tied decision.
22. Vacancies on the board of directors, however caused, may so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Society; otherwise such a vacancy shall be filled at the next annual general meeting of the members at which the directors for the ensuing year are elected. If there is not a quorum of directors the remaining directors shall forthwith call a general meeting of the members to fill the vacancies.
23. Any director shall immediately vacate office:
 - a. if he/she becomes bankrupt or insolvent, or assigns for the benefit of or compounds with, his/her creditors;
 - b. if he/she becomes a lunatic or of unsound mind;
 - c. if by notice in writing he/she resigns office; or
 - d. if he/she is removed from office by a special resolution of the members of the Society.
24. The directors shall meet at such a place and at such times as may be agreed upon and may adjourn any meeting at pleasure.
25. Any director may meet and the Secretary shall at the request of any director, summon a meeting of the directors at any time. Directors shall be given at least 7 days clear notice of all director meetings.
26. The President shall be chairman of the directors and in his absence the Vice-President or someone of their number may act as chairman.

27. The order of business at a directors' meeting shall be as follows:
- a. reading and confirmation of previous minutes;
 - b. outstanding business;
 - c. correspondence;
 - d. reports from officers and subcommittees;
 - e. passing of accounts;
 - f. motions of new business; and
 - g. any other pertinent business.

PART 6 POWERS AND DUTIES OF DIRECTORS

28. The management, direction and administration of the business and finances of the Society shall be vested in the directors, who in addition to the powers and authorities by these presents or otherwise expressly conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by the Society in general meeting. They shall also have power to make house rules and regulations for the government of the Society and shall also have general control of the administration. They shall also have general charge of all property belonging to the Society.
29. The execution of all documents and the signing of all cheques in connection with the administration of the Society shall be done by such persons and in such manner as the directors may from time to time determine. No document under seal shall be executed by or on behalf of the Society except by authority of the directors. Until otherwise determined by the directors every document under seal shall be countersigned by the Secretary and, in addition, by the President or the Vice-President of the Society. If the Society has a seal, it shall be kept in the custody of the Secretary.
30. Except insofar as otherwise provided by the directors, the officers shall have the following powers and duties;
- a. President

The President shall supervise all activities of the Society, take the chair at general meetings, take the chair at meetings of the board of directors, officiate at Society functions and in general, carry out all the duties associated with his office.
 - b. Vice-President

The Vice-President shall assist the President in the performance of his duties and assume the duties of the President should be absent

c. Secretary

The Secretary shall prepare and keep all records and minutes pertaining to meetings held by the Society or by the directors. The Secretary shall perform such other duties as the board of directors may require. The Secretary shall be a member of each committee of the Society. The Secretary may appoint an Assistant Secretary to be approved by the directors. The Secretary shall make available a list of the Society's officers, together with their business and private addresses and telephone numbers.

d. Treasurer

The treasurer shall prepare the annual statement of financial position as of August 31st to be available for distribution at the Annual General Meeting. The treasurer shall maintain all financial records as directed by the Board of Directors.

e. Registrar

To collect forms, registration fees, volunteer bond cheques and turn them over to the Treasurer and verify correct. To complete and forward team lists to coaches and forward CARA lists to the Treasurer the week before Crabfest so rowing BC and rowing Canada can be paid.

f. Regatta Coordinator

To ensure all regattas follow all rules and regulation of LVISSAA, LIMSAA, VRS, RCA, as well as local, provincial and federal authorities.

g. Parent Coordinator

To ensure all volunteer positions are filled and all parents who wish to volunteer are fulfilled. To give list to treasurer of anyone who has not fulfilled duties after last regatta date so bonds can be cashed.

h. Concession

To coordinate and operate concession at all GYRS hosted regattas in compliance with all regulator bodies. Responsible for concession equipment storage until facility at boathouse is complete.

31. To assist them in management of the Society's affairs, the board of directors may appoint committee officers to fill positions as required.
32. The above committee officers, assistants or members of committees appointed by the directors under Article 30, whom they may appoint shall hold office during the pleasure of the directors but in no case beyond the Annual General Meeting next after the date of their appointments.

PART 7 FISCAL YEAR

33. The fiscal year of the Society shall terminate on the 31st day of August in each year.

PART 8 BORROWING POWERS

34. a) 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 society.
- b) The directors may from time to time at their discretion raise or borrow and secure the payment of sum or sums of money for the purposes of the Society. They may raise or secure the payment or repayment of any such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the execution and delivery of a mortgage or debenture charged on all or any part of the property or funds of the Society. No Debenture shall be issued without the sanction of a Special Resolution.

PART 9 AUDITORS

35. The accounts and books of the Society shall be examined once at least in each year and their correctness ascertained by one or more auditors. The auditor(s) shall be appointed by the members at the Annual General Meeting and shall make a report to the Society at the Annual General Meeting upon books and accounts and the general state of the Society's finances.

PART 10 ALTERATION OF BYLAWS

36. No alteration or amendment to these bylaws shall be made unless by special resolution.

PART 10 MISCELLANEOUS

37. Affiliation with other clubs or societies. The directors shall, if authorized to do so by an ordinary resolution pass at a duly convened general meeting of the Society, have power to affiliate with any other club or clubs, having the same or similar objects upon such terms and conditions as they may deem advisable.

a) Each director shall avoid placing himself or herself in a situation of conflict between his or her personal interest and his or her obligations as a director of the society. A director shall promptly disclose to the Board any interest that the director has in any entity that is likely to place the director in a situation of conflict of interest, indicating the nature and extent of his or her interest thereof. Such disclosure of interest shall be recorded in the minutes of the proceedings of the Board.

A director who has disclosed of interest shall not vote on resolutions or motions relating to matters of the disclosure. At the request of the Chairperson or any director, the interested director shall leave the meeting while the Board discusses and votes.

Upon election, all board members will be required to submit a conflict of interest declaration indicating potential conflicts.

38. Complaints All complaints made by members must be in writing, signed and handed or sent to the Secretary. Complaints must be specially dealt with by the directors at their next meeting. The directors shall not be called at their next meeting. The directors shall not be called upon to take notice of any verbal suggestion or complaint.

PART 12 WINDING UP

39. The Society may be would up at any time, if a special resolution to that effect is passed and duly confirmed by an ordinary resolution at subsequent general meeting of the Society duly convened, held not

less than fourteen days and not more than thirty days after the date of the first meeting.

40. If any such winding up is passed, it may include the appointment of any person as liquidator or receiver of the Society's funds and property.
41. Any liquidator or receiver so appointed, or failing any such appointment, the directors, shall forthwith proceed to sell and realize the property and assets belonging to the Society. The powers and duties of the directors shall continue insofar as these are necessary for the administration and winding up of Society's affairs.
42. Subject to any rules of law to the contrary and to the rights of any secured creditors, the funds and assets of the Society shall be applied:
 - First - in payment of the other debts of the Society;
 - Second - in payment of any taxes, rates and assessments assessed on the Society or on its real or personal property not exceeding in whole on year's assessment, and in payment of the wages of any employees for services rendered to the Society during three months prior to the dissolution, these claims ranking equally among themselves;
 - Third - In payment of the costs incidental to the winding up and dissolution; and
 - Fourth - in the event of dissolution, any remaining assets after payment of debts and liabilities will be given to a registered Canadian charity or qualified donee as described in paragraph 149, 7(7) of the Income Tax Act;
44. In the case of winding up as soon as the affairs of the Society are fully wound up, the liquidator or receiver or in the event of there being no liquidator or receiver, the directors, shall make no account of the winding up, showing how the winding up has been conducted and property of the Society has been conducted and the property of the Society has been disposed of and thereupon shall call a general meeting of the Society for the purpose of laying the account before it and giving any explanation thereof. The meeting shall be convened in the manner in which general meetings of the Society are directed to be convened by these bylaws.

45. At the expiration of one month from the holding of the meeting, the Society shall be deemed to be wound up.
46. Within one week after the holding of the meeting, the liquidator or receiver, or if there is not a liquidator or receiver, the directors, shall send to the Registrar of Companies a return of the holding of the meeting and of its date along with a copy of the accounts in the winding up.

DATED this 23rd day of November, 2016