

# BYLAWS OF HIGH SCHOOL RODEOS OF BC

## PART 1. - INTERPRETATION

- 1.1 In these bylaws, unless the context otherwise requires:
- (a) “directors” means the directors of the society for the time being;
  - (b) “Society Act” means the Society Act of British Columbia from time to time in force and all amendments to it; and
  - (c) “registered address” of a member means the member’s address as recorded in the register of members.
- 1.2 The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
- 1.3 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

- 2.1 The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 2.2 The members of the society shall be made up of two (2) classes of members as follows:

(a) **Student Members**

The student membership in the society shall be open to all high school students who are interested in the work of the society, who have paid the required membership fee, and meet the qualifications of the society as determined by the directors of the society.

(b) **Associate Members**

Associate membership shall be open to those persons who are interested in the work of the society and who have paid the required membership fee to be set by the directors of the society.

(c) **Junior Members**

Junior membership shall be open to all students in grades 6 through 8 who are interested in the work of the society and who have paid the required membership fee to be set by the directors. Junior Members shall be considered Student Members for the purposes of these bylaws but shall not be entitled to act as directors or officers for the society. The Junior Members may elect from among themselves a Junior Executive consisting of such positions as the directors decide. The Junior Executive shall have the role of keeping the

Junior Members apprised of the happenings of the society.

(collectively the “**Members**” or individually, a “**member**”)

2.3 A person may apply to the directors for membership in the society and on acceptance by the directors is a member.

2.4 Every member must uphold the constitution and comply with these bylaws.

2.5 The amount of the first annual membership dues for each class of membership must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society.

2.6 A person ceases to be a member of the society:

- (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
- (b) on his or her death or, in the case of a corporation, on dissolution;
- (c) on being expelled; or
- (d) on having been a member not in good standing for 12 consecutive months.

2.7 A member may be expelled by a special resolution of the Members passed at a general meeting.

2.8 The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

2.9 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.

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

2.11 Any member who resigns or withdraws from the society shall forfeit all right, claim and interest arising from association with membership in the society.

### **PART 3. - MEETINGS OF MEMBERS**

3.1 General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.

3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting and may be convened pursuant to the Society Act or by order of the Student Executive for any time and any place in British Columbia upon fourteen (14) days notice in writing sent by ordinary mail to all of the Members of the society.

- 3.3 The directors may, when they think fit, convene an extraordinary general meeting.
- 3.4 Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
- 3.5 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.
- 3.6 The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year, on such a date that is not later than the 31<sup>st</sup> day of October and not more than 15 months after the holding of the last preceding annual general meeting, as the directors may determine by ordinary resolution.

#### **PART 4. - PROCEEDINGS AT GENERAL MEETINGS**

- 4.1 Special business is:
- (a) all business at an extraordinary general 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.
- 4.2 Business, other than 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.
- 4.3 If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.4 A quorum is not less than thirty-five (35%) percent of Members present or a greater number that the Members may determine at a general meeting.

4.5 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, 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.

4.6 Subject to bylaw 4.7, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

4.7 If at a 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.

4.8 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.

4.9 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.

4.10 Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

4.11 A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

4.12 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.

4.13 A member in good standing present at a meeting of members is entitled to one vote.

4.14 Any member may demand a poll vote on any proceedings taken to a vote at their respective membership meetings.

4.15 Voting is by show of hands.

4.16 Voting by proxy is not permitted.

## **PART 5. - DIRECTORS AND OFFICERS**

5.1 The affairs of the society shall be managed by the directors, each of whom at the time of his or her election and throughout his or her term in office shall be a member of the society.

5.2 The directors may exercise all the powers and do all the acts and things that the society

may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to:

- (a) all laws affecting the society;
- (b) these bylaws; and
- (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.

5.3 A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

5.4 The student members shall elect from their number at the student meeting held at the time of the BC High School Rodeo finals in each year, a president, vice president, one or two student secretaries (hereinafter called the “Student Executive”). Nominations for Student Executives shall be received by the student secretary not later than ten (10) days prior to the BC High School Rodeo Finals. Nominations must be signed by the Nominee, two (2) student members and one (1) associate member.

5.5 The Student Executives shall have the responsibility of keeping the Members informed of the proceedings of the society, promoting new Members, organizing student committees and assistance for the BC High School Rodeo finals and promoting the purposes and aims of the society.

5.6 The directors of the society shall be composed of and selected as follow:

(a) **Student Directors**

The members of the Student Executive

(the “**Student Directors**”);

(b) **Associate Directors**

The associate member directors of the society shall be elected from the Members of the society

(the “**Associate Directors**”);

(c) **Area Representatives**

The directors can designate an area and may appoint a representative for a one (1) year term from that area to represent that area on behalf of the society. While not limiting the generality of the foregoing, the following shall be the initial zones of the society:

- North, comprised of the area of Quesnel and north of Quesnel

- South, comprised of the area south of Quesnel.

These areas can be added to or modified by ordinary resolution of the directors.

(the “**Area Representatives**”);

(d) **National Director**

The director of the National High School Rodeo Association, Inc. a company incorporated under the laws of the Province of British Columbia, shall be a director of the society. The initial term of the national director shall be for a period of one (1) year and each term thereafter shall be for a period of five (5) years. A vacancy on the board of national directors because of death, resignation, removal, disqualification or otherwise will be filled by the directors as stated in the National High School Rodeo Association Rule Book

(the “**National Director**”), and

(e) **School Board Representatives**

The directors may, at their option, appoint a representative of the local school board as the school board representative to the directors. The local school board shall be designated as that school board in the area where the BC High School Rodeo Finals are held each year

(the “**School Board Representatives**”).

5.7 The number of directors must be at least eight (8) or a greater number determined from time to time at a general meeting. The total number of directors shall not exceed twenty-four (24) excluding the National Director.

5.8 Each of the directors are to be elected for a two (2) year term.

5.9 Separate elections must be held for each office to be filled.

5.10 An election may be by acclamation, otherwise it must be by ballot.

5.11 If a successor is not elected, the person previously elected or appointed continues to hold office.

5.12 The directors shall have the power to fill any vacancy occurring during the term of office of any director. Any such vacancy shall be filled only by a student member, if the vacancy is a Student Director, or associate member, if the vacancy is an Associate Director. The person so appointed shall hold office as director until the expiry of the term of the director to whose position he or she has been appointed.

5.13 If a director resigns his or her office or otherwise ceases to hold office, the remaining

directors must appoint a member to take the place of the former director in accordance with 5.10.

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

5.15 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.

5.16 Any director who misses three (3) consecutive meetings without a valid reason is subject to replacement.

5.17 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 as approved by the directors of the society.

## **PART 6. - PROCEEDINGS OF DIRECTORS**

6.1 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.

6.2 The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.

6.3 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 the 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.

6.4 A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.

6.5 The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

6.6 A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

6.7 A committee 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 directors present who are members of the committee must choose one of their number to be the chair of the meeting.

6.8 The members of a committee may meet and adjourn as they think proper.

6.9 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to

give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

6.10 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

- (a) a notice of meeting of directors is not required to be sent to that director; and
- (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.

6.11 Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.

6.12 In the case of a tie vote, the chair does not have a second or casting vote.

6.13 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

6.14 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

6.15 Any director who shall exercise signing authority or who contracts on behalf of the directors shall be nineteen (19) years of age.

6.16 Without in any way derogating from the foregoing, the directors are expressly empowered from time to time to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of real or personal property, leases, licenses, permits, rights, buildings and/or other property or any right or interest therein owned by the society for such consideration and upon such terms and conditions as they deem advisable.

6.17 Deeds, transfers, licenses, contracts and engagements on behalf of the society shall be signed by the treasurer and one of either the president or secretary. Contracts in the ordinary course of the society shall be signed by any of the officers or other directors as may be authorized by ordinary resolution of the directors from time to time and in accordance with these Bylaws.

6.18 All cheques, bills of exchange or other orders for payment of money, noted or other evidence of indebtedness issued in the name of the society shall be signed by such officers, agent or agents of the society in such a manner as shall from time to time be determined by resolution of the directors and in accordance with these Bylaws. Any one of such officers or agents may alone endorse notes and drafts for collection of accounts of the society through its bankers and endorse notes and cheques for deposit with the society's bankers for credit of the society, or the same may be endorsed "for collection" or "for deposit" with the bankers of the society by using the society's rubber stamp for that purpose. Any one of such officers or agents so appointed may

arrange, settle, balance and certify all books of accounts between the society and the society's bankers and may receive all cheques and vouchers and sign all of the bank's forms in settlement of balances and release or verification slips.

6.19 The securities of the society shall be deposited for safekeeping at one or more bankers, or trust companies to be selected by the directors. Any and all securities deposited may be withdrawn from time to time, only on the written order of the society, signed by such officer or officers, agent or agents of the society in such manner as shall from time to time be determined by ordinary resolution of the directors, and such authority may be general or confined to specific instances.

6.20 The directors shall elect the following, from amongst the Associate Directors, by a majority vote:

- (a) president;
- (b) vice president;
- (c) secretary;
- (d) treasurer; and
- (e) two (2) executive directors.

#### **PART 7. - EXECUTIVE COMMITTEE**

7.1 The Executive Committee of the society shall be made up of the president, vice president, secretary, treasurer, two (2) executive directors, the National Director, the student president and such officers as the directors may determine from time to time (the "Executive Committee"). The Executive Committee shall have all the powers of the directors to transact business of an emergency nature on behalf of the directors of the society. All transactions at these meetings shall be reported in full at the next scheduled meeting of the directors. The members of the Executive Committee shall have the following duties:

(a) **President**

The president shall preside at all meetings of the Executive Committee, directors and at all general meetings of the society and shall have the specific responsibility for advising the society of the appointment of all committees. The president and National Director shall be ex-officio members of all such committees. The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

(b) **Vice President**

The vice president must carry out the duties of the president during the president's absence.

(c) **Secretary**

The secretary must do the following:

- (i) conduct the correspondence of the society;
- (ii) issue notices of meetings of the society and directors;
- (iii) keep minutes of all meetings of the society and directors;
- (iv) have custody of all records and documents of the society except those required to be kept by the treasurer;
- (v) have custody of the common seal of the society;
- (vi) maintain the register of members.

(d) **Treasurer**

The treasurer must:

- (i) keep the financial records, including books of account, necessary to comply with the Society Act; and
- (ii) render financial statements to the directors, members and others when required.

7.2 The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

7.3 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

## **PART 8. - NOMINATING COMMITTEE**

8.1 The nominating committee for the incoming Student Executive shall be comprised of the outgoing Student Executive, the president of the society and the National Director (the “**Nominating Committee**”).

8.2 The Nominating Committee for the Associate Directors shall be composed of the Executive Committee with the National Director acting as chair.

8.3 Notwithstanding the list of candidates for the election of directors as may be prepared by the Nominating Committee, any three (3) associate members of the society may nominate an associate member for election as director at the next annual general meeting of the society, provided that the said nomination is in writing and consented to by the person so nominated; and provided that such nomination is delivered to the chairman of the Nominating Committee at least one (1) week prior to the annual general meeting. Nominations for election of directors shall not be accepted from the floor of the annual general meeting or in any other manner than as provided herein.

### **PART 9. - SEAL**

9.1 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

9.2 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 10. - BORROWING**

10.1 In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

10.2 A debenture must not be issued without the authorization of an extraordinary resolution.

10.3 The Members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

### **PART 11. - AUDITOR**

11.1 This Part applies only if the society is required or has resolved to have an auditor.

11.2 The directors shall, if they deem it necessary, appoint and retain an auditor on an annual basis who shall have the responsibility of auditing all of the financial records of the society not less than once a year and more often as may be designated by the directors, and such auditor shall be the financial advisor to the society.

11.3 An auditor may be removed by ordinary resolution.

11.4 An auditor must be promptly informed in writing of the auditor's appointment or removal.

11.5 A director or employee of the society must not be its auditor.

11.6 The auditor may attend general meetings.

### **PART 12. - NOTICES TO MEMBERS**

12.1 A notice may be given to a member, either personally or by mail to the member at the member's registered address.

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

12.3 Notice of a general meeting must be given to:

- (a) every member shown on the register of members on the day notice is given; and
- (b) the auditor, if Part 11 applies;
- (c) No other person is entitled to receive a notice of a general meeting.

### **PART 13. - LEGAL**

13.1 The directors shall, if they deem necessary, appoint and retain on an annual basis legal counsel to act on behalf of the society, which legal counsel shall be a legal advisor to the society.

### **PART 14. - ADVISORY BOARD**

14.1 The directors of the society may, from time to time, appoint persons to an advisory board which shall render such assistance and advice to the society as may be required from time to time.

### **PART 15. - INSPECTION OF RECORDS**

15.1 The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the society, or any of them, shall be open for inspection by Members who are not directors. No member, either general or electoral (not being a director), shall have any right to inspect any accounts, books or documents of the society except as conferred by law or authorized by the directors or by resolution of the electoral members, whether previous notice has been given or not.

### **PART 16. - RULES OF ORDER**

16.1 The proceedings of all meetings of the Executive Committee and directors and all general meetings of the society shall be governed by Robert's Rules of Order, revised, except in cases where these are in conflict with the provisions of the Constitution and Bylaws of the society.

### **PART 17. - DISSOLUTION**

17.1 The society may be dissolved in accordance with the laws of the Province of British Columbia or in accordance with these Bylaws.

17.2 The society may be dissolved as follows:

- (a) By a three-quarter (3/4) majority vote of the directors, provided that one (1) month's notice in writing of the intention to dissolve has been previously given to all Members of the society; and
- (b) Such decision of the directors has been confirmed by a two-third (2/3) majority vote of the elected Members present and entitled to vote who are not directors, at a special general meeting called for such purpose, of which the Members shall have had one (1) month's prior notice in writing and public notice of such

meeting had been published in one issue of a newspaper published in the greater Kamloops area, not more than one (1) month and not less than one (1) week prior to the date of such meeting.

17.3 Upon dissolution of the society, the assets of the society are to be distributed to various high school programs in the Province of British Columbia.

#### **PART 18. BYLAWS**

18.1 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.

18.2 These bylaws must not be altered or added to except by special resolution. Notice specifying the intention to propose a special resolution must be given to three-quarters of the associate members entitled to vote as are present at an annual general meeting of the society.