

Kelowna Flying Club Bylaws, October 3, 2017

Part 1 - Definitions and Interpretation

Definitions

1.1 In these Bylaws:

Act means the *Societies Act* of British Columbia as amended from time to time;

Board means the directors of the Society;

Bylaws means these bylaws as altered from time to time;

Director means a director of KFC for the time being;

KFC means Kelowna Flying Club;

Policy means process, procedures, definitions, terms of reference or other documents agreed upon by the Board, that guide the business of KFC;

Special Resolution means, subject to the requirements of the BC Societies Act and any amendments thereto, a resolution of KFC passed by a majority of not less than 2/3 of the votes cast by KFC members eligible to vote either at a general meeting or some other balloting means allowed by the BC Societies Act, these Bylaws, or KFC policies.

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, as the case may be, prevail.

Part 2 - Members

Application for membership

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

Duties of members

2.2 Every member must uphold the constitution of the Society, any policies adopted by the KFC, and must comply with these Bylaws.

Membership Types

2.3 The KFC can determine from time to time, different types or classes of memberships and set forth the definitions of membership types and applicable membership fees.

- (a) Individual Member: all rights and privileges that come with membership in the Kelowna Flying Club
- (b) Corporate Member: all rights and privileges that come with membership in the Kelowna Flying Club
- (c) Family Member: must be sponsored by a current individual member in good standing. Family members defined as immediate family members living in the same residence. All rights and privileges that come with membership in the Kelowna Flying Club are included in this membership.

Amount of membership dues

2.4 The amount of the annual membership dues for any and all membership types, if any, must be determined by the Board.

Member not in good standing

2.5 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid. Members not in good standing will have their membership benefits including their airport security privileges revoked.

Member not in good standing may not vote

- 2.6 A voting member who is not in good standing
- (a) may not vote at a general meeting, and
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership; not in good standing

2.7 A person's membership in the Society is terminated if the person is not in good standing for 3 consecutive months.

Expulsion

2.8 A member may be expelled by a special resolution of the members passed at a general meeting and their membership is terminated.

(a) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

(b) The person who is the subject of the special resolution for expulsion shall be given an opportunity to be heard at the general meeting prior to the special resolution being put to a vote.

Part 3 - General Meetings of Members

Time and place of general meeting

3.1 A general meeting shall be held at the time and place the Board determines.

Proceedings valid despite omission to give notice

3.2 The accidental omission to give notice of a general meeting to a club member, or the non receipt of a notice by a member does not invalidate proceedings at the meeting.

Ordinary business at general meeting

3.3 At a general meeting, the following business is ordinary business:

(a) adoption of rules of order;

(b) consideration of any financial statements of the Society presented to the meeting;

(c) consideration of the reports, if any, of the directors or auditor;

(d) election or appointment of directors;

(e) appointment of an auditor, if any;

(f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.4 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 and notice to permit a member receiving the notice to form a reasoned judgment concerning that business. If a special resolution is proposed, then 7 clear business days, written notice must be provided to the membership.

Chair of general meeting

3.5 The following individual is entitled to preside as the chair of a general meeting:

(a) the individual, if any, 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
- (i) the president,
 - ii) if the president is unable to preside as the chair one of the other directors present at the meeting shall preside as the chair.

Alternate chair of general meeting

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

Quorum required

3.7 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.8 The quorum for the transaction of business at a general meeting is 10 voting members present or 20% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

3.9 If, within 30 minutes from the time set for commencing a general meeting, a quorum of voting members is not present,

- a) in the case of a meeting convened on the request of members, the meeting is terminated, and
- b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.10 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

3.11 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

3.12 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

3.13 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,

- (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,

- (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,

- (iii) elect or appoint directors, and

- (iv) appoint an auditor, if any;

- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;

- (h) terminate the meeting.

Methods of voting

3.14 At a general meeting, voting must 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 such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, then voting must be by a secret ballot.

Eligible voters

3.15 Only voting members who have been in good standing for the 3 months previous to the date of any vote at an Annual General meeting or a vote on a Special Resolution, are eligible to vote.

Announcement of result

3.16 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy Voting is not permitted

3.17 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.18 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws 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 Board

4.1 The Society must have no fewer than 7 and no more than 9 elected directors.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors, must elect the Board. Members in good standing willing to serve as directors are elected to terms of three years on a rotating basis so that there is sufficient director continuity on the board.

(a) At the election in 2018, all directors will be elected to new terms on the board. The elected directors shall have a board organizational meeting after the election, to determine amongst themselves, which directors will serve a 3 year term, a 2 year term, or a 1 year term. The board will stagger the terms so that in a typical year, only 3 positions of the nine positions on the board would be up for re-election due to a term expiring.

(b) In subsequent years, directors elected will all be elected for 3 years unless a director position is being filled resulting from a casual vacancy.

(c) as of the 2018 election, directors will be elected to the board, and the elected board will determine amongst themselves, the table officers of President, Secretary, and Treasurer and any other officer positions the board deems necessary.

Consent to Act

4.3 Directors must agree in writing to serve as a director of KFC or at the time of the election, the individual must be present and at the meeting, and not refuse to be a director.

Directors may fill a casual vacancy on Board

4.4 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, termination, death, or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.5 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy and is deemed an elected director.

Special Board Appointments

4.6 To successfully carry out the business of the KFC, the board may appoint a director(s) with specialized background, knowledge, experience or time availability. This appointment would be only until the next election. The board can re-appoint individuals to these positions.

Committees

4.7 Committees may be appointed by the board to carry out the business or special initiatives of the KFC. Terms of references will be developed for such committees.

Resignations

4.8 Directors that resign from the board shall provide written notice.

Removal of a Director

4.9 A director may be removed by resolution of the board that is passed with at least a 2/3 majority.

Part 5 - Directors' Meetings

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any 2 directors. There shall be at least 4 directors meetings each year.

Notice of directors' meeting

5.2 At least 2 days notice of a directors' meeting must be given unless all the directors agree to a shorter notice period. Notice can be in writing or by telephone, fax, personal delivery, or email or any method of transmitting legibly recorded messages including

electronic means. A director may waive in writing, notice of any past or present meeting of the directors.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the lack of receipt of a notice to a director does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they deem appropriate.

5.5 Directors can participate in meetings of directors or committees by means of telephone conference, internet conference, or other means as agreed to by the directors provided that those attending are able to hear the participants that are not attending in person.

Quorum of directors

5.6 The quorum shall be a majority of the elected directors then in office. Not having a quorum shall not restrict the directors from transacting routine and normal business.

Part 6 - Board Positions

Election or appointment to Board positions

6.1 Directors must be elected or appointed. The elected KFC board members will determine amongst themselves, the directors that will assume the positions of President, Treasurer, and Secretary and any other officer positions. A director, other than the President, may hold more than one position.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role: President

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role: Secretary

6.4 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.5 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.6 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

6.7 From time to time, the board may delegate all or some of the responsibilities of the president, to an appointed position of Vice President to ensure smooth operation of KFC.

Part 7 - Remuneration of Directors and Signing Authority

Remuneration of directors

7.1 These Bylaws do not permit the Society to provide a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

7.2 A contract, record, or other documents to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by

any 2 other directors, or
(c) in any case, by one or more individuals authorized by the Board to sign the documents on behalf of the Society.

Part 8- Borrowing

8.1 In order to carry out the purposes of the KFC, the society may, on behalf of and in the name of the society, borrow funds to advance the purposes of the KFC.

- a) The maximum amount of borrowing without general membership agreement will be limited to \$1000 that will be a line of credit or overdraft protection on the club's chequing account held at a local financial institution.
- b) No other borrowing or securing of funds in a credit arrangement shall be permitted unless it is approved by the general membership via a special resolution.

Part 9 – Miscellaneous

9.1 Subject to the BC Societies Act, unless these Rules expressly provide otherwise;

- (a) where these bylaws require the use of documents that are "written", "in writing" or other similar words, the Board of Directors may in its discretion permit the use of documents in such electronic forms as the Board of Directors in its discretion considers desirable in the circumstances, provided that such electronic documents are accessible in a manner useable for subsequent reference;
- (b) where these bylaws require the provision or delivery of documents, the Board of Directors may in its discretion permit the provision or delivery of such documents in such electronic form and by such electronic means (including without limitation making such electronic documents accessible to the intended recipient by an electronic means notified to the intended recipient) as the Board of Directors in its discretion considers desirable in the circumstances, provided that such electronic documents are accessible by the recipient in a manner useable for subsequent reference and capable of being retained by the recipient in a manner useable for subsequent reference;
- (c) for the purpose of this bylaw, "documents" includes without limitation, notices, instruments, resolutions, records, and ballots.
- (d) the Board of Directors can determine the means of voting at its meetings which can include voting via electronic methods such as online voting,

ballots, show of hands or any other means that can fairly facilitate the voting process.

(e) In the event that the KFC winds up and dissolves and after all other financial obligations of the club are satisfied, that the remaining financial proceeds from the club including any disposition of assets be allocated to the COPA Freedom to Fly Fund.