

Pacific Rim Curling League Society

BYLAWS

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Part 1 — Definitions and Interpretation

Definitions

1.1 In these Bylaws:

- (a) **"Act"** means the *Societies Act* of British Columbia and its regulations as amended from time to time;
- (b) **"Board"** means the board of directors of the Society;
- (c) **"Board Member"** means the directors of the Society;
- (d) **"Bylaws"** means these Bylaws as altered from time to time;
- (e) **"Electronic Vote"** means a vote cast by email or text message, private or public chat message, or a voting application or device;
- (f) **"First Draw"** means the first scheduled game of league play as determined by the Board;
- (g) **"Full Member"** means a person registered to play on a Team;
- (h) **"Member"** means both Full Member and Spare Member;
- (i) **"Membership Dues"** means the annual membership dues determined by the Board in accordance with section 2.4;
- (j) **"Rules"** means the rules set out in 11.1;
- (k) **"Society"** means the Pacific Rim Curling League;
- (l) **"Spare Member"** means a person who is registered to play in league play but is not a Full Member;
- (m) **"Team"** means a registered team in league play and play-off games.

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

Definitions in Act apply

1.3 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.4 If there is a conflict between these Bylaws and the Act, then the Act prevails.

Part 2 — Membership

Becoming a Member

2.1 An individual may become a Member upon paying the Membership Dues in full.

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Types of Members

- 2.2** A Full Member may play as a regular player on a Team in any position.
- 2.3** A Spare Member may play games on a Team in the lead or second position.

Membership Dues

- 2.4** The Board may from time to time fix the amount of the entrance fee and annual dues to become a Member.
- 2.5** The Board may determine different Membership Dues for Full Members and Spare Members.
- 2.6** Members shall pay their Membership Dues in full before being confirmed on a Team.
- 2.7** Membership Dues are non-refundable after the First Draw is released, unless approved by the President.

Duties of Members

- 2.8** Every Member shall uphold the constitution of the Society and shall comply with these Bylaws.
- 2.9** Every Member shall conduct themselves in a sportsmanlike manner and in accordance with the Rules during league games and events, playoff games and events, bonspiels games and events, and practices on premises used by the Society for league games and events.

Unsportsmanlike Conduct

- 2.10** The Board may determine a Member to be on probation or other penalty if the Member has conducted themselves in an unsportsmanlike manner during any league games and events, playoff games and events, bonspiels games and events, and practices on premises used by the Society for league games and events.
- 2.11** If the Board receives a report of unsportsmanlike behaviour of a Member, then:
 - (a) the Board shall call a Board Meeting between 14 and 21 days of receiving the report;
 - (b) the Board shall notify the reported Member in writing of the Board Meeting;
 - (c) the reported Member and any affected parties shall provide the Board with written representations of their interests at least three clear days in advance of the Board Meeting;
 - (d) the Board may determine the Member acted in an unsportsmanlike manner at the Board Meeting upon consideration of any representations made by affected parties.
- 2.12** If the Board determines a Member is not in good standing for unsportsmanlike behaviour, then the Board shall:

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- (a) determine the terms of probation and the period the Member is not in good standing; and
- (b) notify the Member in writing of the Board's decision;

When a Member is not in good standing

2.13 A Member is not in good standing if the Member:

- (a) fails to pay their Membership Dues prior to the First Draw or a debt due and owing by them to the Society; or
- (b) is on probation or other penalty as determined by the Board.

Member not in good standing may not vote

2.14 A 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

2.15 A person ceases to be a Member if:

- (a) the Member gives written notice to the Board indicating the Member wishes to terminate their membership;
- (b) the Member is not in good standing for 6 consecutive months; or
- (c) the Board determines the Member has acted in contravention of these Bylaws.

2.16 If a person ceases to be a Member, then the Board shall:

- (a) notify the Member in writing of the proposed termination of their membership with the reason for termination; and
- (b) give the Member a reasonable opportunity to make representations to the Board respecting the proposed termination of membership.

Part 3 — General Meetings of Members

Time and place of general meeting

- 3.1** An annual or any other general meeting of the Society shall be held at the time and place the Board determines, in accordance with the Act and these Bylaws.
- 3.2** Notice of each annual general meeting shall be communicated to all Members not less than 30 days prior to the date of the meeting.
- 3.3** Such notice shall include the proposed agenda, complete with all supporting information, proposed resolutions, and any other pertinent information.

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Business at an annual general meeting

- 3.4** At an annual general meeting of the Society, the agenda shall include those matters that shall be transacted at an annual general meeting pursuant to the Act and shall include:
- (a) additions to, and approval of, the agenda;
 - (b) approval of minutes of the previous annual general meeting;
 - (c) reports of the Board, if any;
 - (d) business arising out of the reports of the Board, if any;
 - (e) financial report, and auditors report, if any;
 - (f) appointment of auditor for current year, if any;
 - (g) reports of committees;
 - (h) unfinished business;
 - (i) new business;
 - (j) any other business;
 - (k) elections or elections report, if any;
 - (l) election or appointment of the Board; and
 - (m) motion to adjourn.
- 3.5** A notice of business proposed to be discussed at an annual general meeting that is signed by at least 5% of the voting Members of the Society and delivered to the Society at least seven clear days before notice of the annual general meeting is sent, shall be sent to the all Members of the Society in accordance with the Act.

Notice of Business

- 3.6** A notice of a general meeting of the Society shall state the nature of any business to be transacted at the meeting. Sufficient detail concerning that business is to be provided with the notice to permit a Member receiving the notice to form a reasoned judgment.
- 3.7** Subject to the Act, such notice of business shall not exclude any motions from the Members relating to any matter properly raised under the heading of 'Any other Business'.
- 3.8** A general meeting may be called by the Board at any time and upon requisition by at least 10% of the voting Members of the Society in accordance with the Act.

Chair of general meeting

- 3.9** The president is to preside as chair of all general meetings.

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Alternate chair of general meeting

- 3.10** If the president is unable or unwilling to preside as the chair of a general meeting, then the vice-president is to preside as the chair of the general meeting.
- 3.11** If both the president and vice-president are unable or unwilling to preside as the chair of a general meeting, then one of the other Board Members in attendance at the meeting is to preside as the chair of the general meeting.
- 3.12** If there is no individual entitled under these Bylaws to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting Members who are in attendance shall elect an individual in attendance at the meeting to preside as the chair.

Quorum for general meetings

- 3.13** The quorum for the transaction of business at a general meeting is 3 voting Members or 5% of the voting Members, whichever is greater.

Quorum required

- 3.14** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, shall not be transacted at a general meeting unless a quorum of voting Members is present.

Lack of quorum at commencement of meeting

- 3.15** If a quorum is not present within 30 minutes from the time set for holding a general meeting, then:
 - (a) in the case of a meeting convened on the requisition of Members, the meeting is terminated, and
 - (b) in any other case, the meeting shall:
 - (i) stand adjourned to a time and place as determined by the voting Members then present; and
 - (ii) be not less than thirty 30 clear days in the future with notice of the meeting given to all Members.
- 3.16** 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 then present shall constitute a quorum for that meeting, however no business not included on the original agenda shall be considered.

If quorum ceases to be in attendance

- 3.17** If, at any time during a general meeting, there ceases to be a quorum of voting Members in attendance, business then in progress shall be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.

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Adjournments by chair

- 3.18** The chair of a general meeting may, or, if so, directed by the voting Members at the meeting, shall, adjourn the meeting from time to time and, if applicable, 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.

Board Members Present

- 3.19** At all general meetings the majority of the Board shall be present and be included in the count as Members.

Voting

- 3.20** At a general meeting, voting shall be:
- (a) by a show of hands;
 - (b) an oral vote; or
 - (c) Electronic Vote.
- 3.21** If two or more voting Members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting shall be by a secret ballot.
- 3.22** Each voting Member may vote once on each matter put to a vote at a general meeting.
- 3.23** Voting by proxy is not permitted.

Announcement of result

- 3.24** The chair of a general meeting shall announce the outcome of each vote and that outcome shall be recorded in the minutes of the meeting.

Matters decided at general meeting by ordinary resolution

- 3.25** A matter to be decided at a general meeting shall 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.

Governing rules of general meetings

- 3.26** The provisions of the most current edition of Roberts' Rules of Order shall govern all meetings of Members in all cases to which they are applicable and in which they are not inconsistent with the constitution and Bylaws of the Society.

Part 4 — Board Members

Composition of the Board

- 4.1** The Society shall have at least 5 Board Members.

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Eligibility To Hold Office:

- 4.2** Only Members who are in good standing may be elected or appointed as a Board Member.

Elections or appointment of Board Members

- 4.3** Each Board Member shall be elected by the Members at an annual general meeting for a one-year term of office.
- 4.4** The one-year term of a Board Member shall be determined by the dates of the annual general meeting at which time the newly elected Board Members shall assume responsibility of the outgoing Board Members.

Staggered terms of Board Members

- 4.5** To ensure continuity of knowledge and the business of the Society, a staggered term of office for the Board shall be established such that no more than 60% of the Board Members may be replaced in any given year.

Board Members' Duties and Responsibilities

- 4.6** The Board shall promote the general goals of the Society.
- 4.7** All Members of the Board and officers of the Society shall be required to act honestly, in good faith, and in the best interests of the Society.
- 4.8** The affairs of the Society shall be managed by the Board.
- 4.9** The Board is to be responsible for the keeping and maintaining of all necessary books and records of the Society.

Resignation or removal of Board Members

- 4.10** Any Board Member may resign by giving written notice of their resignation to the President or Vice President and such resignation shall be effective immediately upon receipt of the written notice or in accordance with the terms of the resignation.
- 4.11** Subject to the Act, any Board Member may be removed from the Board if 50% of the Members vote to remove the Board Member at a general meeting duly called for that purpose.
- 4.12** Subject to the Act, the Board may remove any of the following Board positions by an 80% super-majority vote of all the sitting Board Members at a Board meeting and elect one of the Board Members to assume the responsibilities of replaced Board Member until the next annual general meeting:
- (a) President;
 - (b) Vice-president;
 - (c) Secretary;
 - (d) Treasurer;

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- (e) Community Relations and Sponsorship, Director
- (f) Communications, Director
- (g) Technology, Director
- (h) Directors at large

4.13 A Board Member who ceases to be a Member in good standing shall be declared to have resigned.

Board Members may fill casual vacancy on Board

4.14 The Board may, at any time, appoint a Member as a Board Member to fill a vacancy that arises on the Board because of the resignation, death or incapacity of a Board Member during the Board Member's term of office.

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

Disclosure of Conflicts of Interest of Board Members

4.16 If a Board Member is directly or indirectly interested in a:

- (a) proposed contract or transaction with the Society; or
- (b) matter which is or is to be the subject of the consideration of the Board Members and could result in the creation of a conflict with the Board Member's duty to the Society;

then the Board Member shall deliver notice in writing disclosing fully and promptly the nature and extent of the interest or conflict to the secretary. The secretary shall distribute the notice to the Board.

Part 5 — Meeting of the Board

Calling a meeting of the Board

5.1 The president or any two other Board Members may call a meeting of the Board.

Notice of meeting of the Board

5.2 At least two clear days' notice of a meeting of the Board shall be given unless all the Board Members agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a meeting of the Board to a Board Member, or the non-receipt of a notice by a Board Member, does not invalidate proceedings at the meeting.

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Conduct of a meeting of the Board

5.4 The Board Members may regulate their meetings and proceedings as they think fit.

Resolutions at a meeting of the Board

5.5 The secretary shall keep the following records:

- (a) the minutes of each meeting of the Board, including:
 - (i) a list of all the Board Members at the meeting; and
 - (ii) the text of each resolution voted on at the meeting;
- (b) a copy of each resolution of the Board; and
- (c) a copy of each of the Board Members' consents to that resolution.

5.6 Resolutions, Electronic Vote or in writing, consented to in writing by all Board Members are to have the same force and effect as resolutions passed by the Board Members at a duly constituted meeting of the Board.

Quorum of Board Members

5.7 The quorum for the transaction of business at a meeting of the Board is a majority of the Board Members.

Part 6 — Board Positions

Election or appointment to Board positions

6.1 Board Members shall be elected or appointed to the following Board positions and may not hold more than that position on the Board:

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer;
- (e) Community Relations and Sponsorship, Director
- (f) Communications, Director
- (g) Technology, Director
- (h) Board Members at large

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

6.3 Board Members at large may provide services as the Board considers appropriate

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Role of President

- 6.4** The president is the chair of the Board and is responsible for supervising the other Board Members in the execution of their duties.
- 6.5** If there is a tie vote at any meeting, whether general meeting of Members or meeting of the Board, the president's vote shall decide the issue.

Role of Vice-President

- 6.6** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of Secretary

- 6.7** The secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) issuing notices of general meetings and meetings of the Board;
 - (b) taking minutes of general meetings and meetings of the Board;
 - (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;
 - (f) providing such services as the Board considers appropriate.

Absence of secretary from meeting

- 6.8** In the absence of the secretary from a meeting, the Board shall appoint another individual to act as secretary at the meeting.

Role of Treasurer

- 6.9** 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;
 - (e) providing such services as the Board considers appropriate.

Role of Community Relations & Sponsorship, Director

- 6.10** The sponsorship engagement coordinator is responsible for doing, or making the necessary arrangements for, the following:

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- (a) soliciting Members and non-Members for sponsorship;
- (b) preparing sponsorship packages for the Board's approval;
- (c) providing such services as the Board considers appropriate.

Role of Communications, Director

6.11 The community engagement, Director is responsible for doing, or making the necessary arrangements for, the following:

- (a) managing the Society's social media accounts;
- (b) managing the Society's email accounts;
- (c) providing such services as the Board considers appropriate.

Role of Technology, Director

6.12 The Technology, Director is responsible for doing , or making the necessary arrangements for, the following:

- (a) managing the Society's Website
- (b) managing the Society's registration system
- (c) managing the Society's email account

Part 7 — Remuneration of Board Members and Signing Authority

Reimbursement of Expenses

7.1 Expenses incurred by Board Members or Members in performance of their duties for the Society are to be reimbursed by the Society.

Remuneration of Board Members

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

Signing authority

7.3 A contract or other record to be signed by the Society shall be signed on behalf of the Society:

- (a) by the president, together with one other Board Member,
- (b) if the president is unable to provide a signature, by the vice-president together with one other Board Member,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other Board Members, or

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- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 8 — Finances

Fiscal year

- 8.1** Unless otherwise ordered by the Members at an annual general meeting, the fiscal year of the Society shall be from June 1 to May 31 of each year.

Borrowing powers

- 8.2** The Society shall not exercise borrowing powers.

Appointment of financial auditor

- 8.3** At each annual general meeting, the Members may elect to appoint a financial auditor to hold office until they are re-appointed by resolution, or their successor is appointed at the next annual general meeting.
- 8.4** An auditor may be removed by ordinary resolution.
- 8.5** An auditor shall be promptly informed in writing or by email of the auditor's appointment or removal.
- 8.6** A Board Member, officer or employee of the Society shall not be its auditor.
- 8.7** The auditor may attend general meetings.
- 8.8** In lieu of a formal auditor, the Members at an annual general meeting may elect to appoint a committee of three Members to scrutinize and verify the financial records from the previous year.

Part 9 — Committees

Creating or dissolving committees

- 9.1** The Board may create or dissolve a committee by Board Members' resolution.
- 9.2** The Board Members' resolution creating a committee shall:
 - (a) appoint Board Members and Members in good standing to a committee or fill vacancies on a committee;
 - (b) determine the length of service term for persons appointed to any committee;
 - (c) define the terms of reference for a committee; and
 - (d) appoint a chair of each committee.

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Advisory committees

- 9.3** The Board may by Board Members' resolution appoint advisory committees consisting of persons having such qualifications as required by the Society. The Board Members' resolution shall instruct the advisory committee on the manner and form the committee's advice should take.

Committee meetings

- 9.4** All committees shall keep regular minutes of their decisions, recommendations, and reports. If the Board requests a committee's minutes, then the committees chair shall deliver the minutes to the secretary.
- 9.5** The Board may impose any rule on a committee at any time by passing a Board Members' resolution. A committee shall conform to the Board's rules.
- 9.6** If the Board does not impose rules concerning the meeting a committee, then the Members of a committee may meet and adjourn as they think proper.
- 9.7** A majority of the Members of a committee at a constitute a quorum at a committee meeting.
- 9.8** If a majority of committee Members in writing consent to a committee resolution, then the resolution is as valid and effective as if it was a Board Members' resolution regularly passed at a meeting of the Board, subject to the Societies Act and these Bylaws.

Part 10 — Constitution and Bylaw Amendments

Copy to be Provided

- 10.1** A copy of the current constitution and Bylaws of the Society shall be made available on the Society's website or either in writing or electronically to any Member when requested.

Special Resolution Required

- 10.2** Proposals to add to or amend these Bylaws or the constitution of the Society are to be presented as a special resolution and approved by a resolution passed at a general meeting by at least two-thirds of the votes cast by voting Members. Such changes shall not have any force and effect unless and until filed with the registrar.

Notice of Meeting

- 10.3** Notice of any meeting proposing to add to or amend these Bylaws or the constitution of the Society shall be communicated to each Member at least 30 clear days prior to the date of the meeting.
- 10.4** Such notice shall include the proposed changes to add to or amend these Bylaws or the constitution of the Society.

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- 10.5** If greater than one-quarter of the Members deliver a written notice to any Board Member purporting to add to or amend these Bylaws or the constitution of the Society or for any other business and in that event the Board shall:
- (a) call a general meeting of the Members to consider such business within 60 clear days from receipt of the notice; or
 - (b) include the notice with a notice of annual general meeting if the proposal is to be considered at an annual general meeting and is received at least 7 clear days before notice of the annual general meeting is to be sent.

Part 11 — Miscellaneous

Rules of Play

- 11.1** The rules of play for league games, playoff games, bonspiel games, or any other game of curling arranged by the Society shall be the Rules of Curling for general play as determined by Curling Canada, or as revised from time to time.

Inspection of Records

- 11.2** No person, other than a Board Member, may inspect any of the following records of the Society unless authorized by a resolution of the Board:
- (a) the minutes of each meeting of the Board, including:
 - (i) a list of all Board Members present at the meeting; and
 - (ii) the text of each resolution voted on at the meeting;
 - (b) a copy of each consent resolution of the Board and a copy of each of the consents to that resolution; and
 - (c) accounting records for each of the Society's financial years, including a record of each transaction materially affecting the financial position of the Society.

Liquidation, Dissolution, or Restoration

- 11.3** If the Society is dissolved or liquidated, then all the Society's remaining assets, after payment of liabilities, shall be distributed to one or more registered societies or community organizations serving the 2SLGBTQA+ community in the Lower Mainland.