



CONSTITUTION

Article I. The organization shall be known as:
British Columbia Recreation and Parks Association, hereinafter referred to as
the Association.

Article II. Purposes

The purposes of the Association are:

- (a) to fund, facilitate, promote and carry out recreational programs which will foster the development of leisure-oriented opportunities that are beneficial to the community as a whole in a way the law regards as charitable by providing educational opportunities and disseminating information to the public and by coordinating and implementing recreational policies of governmental ministries and other agencies and organizations; and
- (b) to receive bequests, trusts, funds and property, and to hold, invest, administer and distribute funds and property for the purposes of the Association as presently set out and for such other organizations as are "qualified donees" under the provisions of the Income Tax Act (Canada) and for such other purposes and activities which are authorized for registered charities under the provisions of the Income Tax Act (Canada); and
- (c) to do all such other things as are incidental and ancillary to the attainment of the purposes and the exercise of the powers of the Association.



BRITISH COLUMBIA RECREATION AND PARKS ASSOCIATION

BYLAWS

TABLE OF CONTENTS

PART 1 - GENERAL.....	2
PART 2 - MEMBERSHIP	4
PART 3 - MEMBERSHIP FEES, TERMINATION AND DISCIPLINE	7
PART 4 - MEETINGS OF MEMBERS	9
PART 5 - DIRECTORS.....	14
PART 6 - MEETINGS OF DIRECTORS	16
PART 7 - REGIONAL NETWORKS.....	18
PART 8 - SENIOR MANAGERS.....	19
PART 9 - NON-DIRECTOR OFFICERS, STAFF, AND CONTRACTORS	19
PART 10 - INDEMNIFICATION	20
PART 11 - NOTICES.....	21
PART 12 - DOCUMENTS AND RECORDS.....	22
PART 13 - FINANCIAL MATTERS	23
PART 14 - NON-PROFIT PURPOSE PROVISIONS	24

PART 1 - GENERAL

- 1.1 **Definitions.** In this bylaw and all other bylaws of the Society, unless the context otherwise specifies or requires:
- (a) **"Act"** means the *Societies Act* of British Columbia including the regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
 - (b) **"Board"** means the board of directors of the Society and "director" means a member of the Board;
 - (c) **"Board Resolution"** means:
 - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by the directors entitled to vote on such matter, either: (A) in person, at a duly constituted meeting of the Board; (B) by Electronic Means in accordance with these bylaws; or (C) by combined total of the votes cast in person and by Electronic Means; or
 - (ii) a resolution that has been submitted to all directors and consented to in writing by 75% of the directors who would have been entitled to vote on the resolution at a meeting of the Board;
 - (d) **"bylaw"** means this bylaw and any other bylaws of the Society as amended and which are, from time to time, in force and effect;
 - (e) **"constitution"** means the original or restated constitution of incorporation or constitution of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society;
 - (f) **"directors"** means those persons who have become directors in accordance with these bylaws and have not ceased to be directors;
 - (g) **"Electronic Means"** means any system or combination of systems, including but not limited to telephonic, electronic or web-based technology, that:
 - (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all participants were present at the same location; or
 - (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
 - (h) **"Eligible Party"** means:
 - (i) a director or Senior Manager of the Society, as determined in accordance with these bylaws;

- (ii) a person who holds or held a position equivalent to what is described in (i) above in a subsidiary of the Society; or
 - (iii) the heir or personal representative of a person described in (i) or (ii) above;
- (i) "**meeting of members**" includes an annual meeting of members or a special meeting of members;
- (j) "**members**" means those persons who are, or who subsequently become, members of the Society in accordance with these bylaws and, in either case, have not ceased to be members;
- (k) "**Ordinary Resolution**" means:
 - (i) a resolution passed by a simple majority of the votes cast on that resolution by those members entitled to vote: (A) in person at a duly constituted meeting of members; (B) by Electronic Means in accordance with these bylaws; or (C) by combined total of the votes cast in person at a meeting of members and the votes cast by Electronic Means; or
 - (ii) a resolution that has been submitted to the members and consented to in writing by not less than the threshold required by the Act,and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a duly constituted meeting of members of the Society;
- (l) "**proxyholder**" means an individual 19 years of age or older in possession of a valid proxy made in compliance with the Act and these bylaws;
- (m) "**registered address**" of a member or director means the address of that person as recorded in the register of members or register of directors;
- (n) "**registered office**" means the office of the Society established under section 12 or 19 of the Act;
- (o) "**Registrar**" has the same meaning as in the Act;
- (p) "**Senior Manager**" means a person appointed by the Board to exercise authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society;
- (q) "**Society**" or "**BCRPA**" means the British Columbia Recreation and Parks Association;
- (r) "**special meeting of members**" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members; and
- (s) "**Special Resolution**" means:

- (i) a members resolution (of which notice required by the Act and these bylaws has been provided) passed by such minimum number of votes required by the Act in respect of that resolution by those members entitled to vote: (A) in person at a duly constituted meeting of members; (B) by Electronic Means in accordance with these bylaws; or (C) by combined total of the votes cast in person at a meeting of members and the votes cast by Electronic Means; or
- (ii) a resolution that has been submitted to the members and consented to in writing by every member who would have been entitled to vote on the resolution in person at a meeting of members of the Society,

and a Special Resolution approved by any one or more of these methods is effective as though passed at a duly constituted meeting of members of the Society.

1.2 **Interpretation.** In the interpretation of this bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified in Section 1.1 above, words and expressions defined in the Act have the same meanings when used in these bylaws. The headings used in these bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such provisions.

1.3 **Corporate Seal.** The Society may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Board shall make provisions for the custody of a corporate seal. The Board shall also have power from time to time to destroy a seal and substitute a new seal in its place. The seal of the Society shall not generally be used in the execution of documents or instruments, and shall be affixed only as authorized by the Board.

PART 2 - MEMBERSHIP

2.1 Membership Conditions.

There shall be multiple classes of membership in the Society as detailed below:

(1) Non-voting Members

(a) Non-voting membership shall be available to:

- (i) **Local Government Enrolment.** Local Government enrolment shall be available to a municipal recreation or parks commission organization, council, community or regional district entity interested in further in the objectives of the BCRPA who has applied to enroll, with an application accompanied by the annual population and tiered-based fee applied to Local Government members;
- (ii) **Student Member (First Year).** A student enrolled in a recreation or parks related degree, diploma or certificate program offered by a

post-secondary institution that is a current Affiliate Member in good standing is eligible for non-voting membership, without payment of a fee, for their first year of membership.

- (b) Each Non-voting member shall be entitled to receive notice of and to attend all meetings of the members of the Society, but shall not be entitled to vote.

(2) Organizational Members

- (a) Voting membership shall be available in the following circumstances and categories to the organizations described below:

- (i) **Corporate Member.** Corporate Membership shall be available to any private-sector corporation or commercial organization having a constructive interest in furthering the objectives of the Society and who has applied for and been accepted for membership in the Society by Board Resolution or in such other manner as may be determined by the Board, with an application accompanied by the applicable fee;
- (ii) **Affiliate Member.** Affiliate Membership shall be available to not-for-profit organizations and educational institutions with connections to the recreation, parks, or culture sector and who have paid the applicable fee.

- (b) **Voting privileges.** Each Corporate or Affiliate member shall be entitled to receive notice of, to attend and to vote at all meetings of the members of the corporation and each such member shall be entitled to one vote at such meetings.

(3) Individual Members

- (a) Individual voting membership shall be available in the following circumstances and categories:

- (i) **Individual Government Member.** An individual who is a regular employee, volunteer, or retiree of an enrolled Local Government is eligible to become a full voting member, without fee, upon application to the Association. For greater clarity, a retired member cannot be presently consulting or working in the industry. Such individuals must apply for Individual Independent Membership.
- (ii) **Individual Independent Member.** An individual who is working in the recreation, parks, and culture sector whose employer is not currently enrolled as a Local Government or an Affiliate Member is eligible to become a full voting member on application and on payment of an appropriate membership fee.
- (iii) **Student Member (After First Year).** A student enrolled in a recreation or parks related degree, diploma or certificate program offered by a post-secondary institution that is a Affiliate Member in good standing who was previously a non-voting Student Member is

eligible to become a full voting member, on application and on payment of an appropriate membership fee, at the conclusion of their non-voting Student Membership.

- (iv) **Individual Corporate Member.** Up to one individual, as appointed by a Corporate Member in good standing, may become an Individual Member without fee. For greater clarity, this is in addition to the individual appointed to represent the Corporate Member and exercise the vote of the Corporate Member.
- (v) **Individual Affiliate Member.** A member, staff, volunteer, or retiree of an Affiliate Member in good standing may become an Individual Affiliate Member on application to the Society and on payment of a fee.
- (vi) **Honorary Life Member.** An individual, who is nominated by any two members of the Society in good standing and whom the Board in its discretion determines has made a valuable and sustained contribution to the Society, may become an Honorary Member by Board Resolution, without payment of a fee.
- (vii) **Retired Member.** An individual who is:
 - A. a retiree of a former or current Corporate or Affiliate Member, or
 - B. a former Individual Independent Member, or
 - C. a former employee of a former or current Local Government Enrolment, who chooses to enrol in this category

is eligible to become a member on payment of a fee. For greater clarity, a retired member cannot presently be consulting or working in the industry. Such individuals must apply for Individual Independent Membership.

- (b) **Voting privileges.** Each Individual Member shall be entitled to receive notice of, to attend and to vote at all meetings of the members of the Society and each such member shall be entitled to one vote at such meetings.

2.2 **Membership Application.** All those interested in membership must apply to the Society. Applications for membership shall be made to the Society using the provided form, if any, and shall be accompanied by the applicable fee, if any. Applicants do not become members until approved by the Board by Board Resolution or by another method as determined by the Board.

2.3 **Term of Membership.** A member's term shall be from the date the member was accepted into membership in the Society until the date his or her membership terminates pursuant to Part 3 of these bylaws, except Honorary Life Members whom have no term limit.

2.4 **Non-Transferrable.** Membership in the Society is non-transferable.

- 2.5 **Membership Balance.** At no time shall the number of non-voting members exceed the number of voting members.

PART 3 - MEMBERSHIP FEES, TERMINATION AND DISCIPLINE

3.1 Membership Fees.

- (a) The amount of membership fees payable on application and annually for each classification of members shall be determined as follows:
- (i) For Local Government Enrolment fees based on population, by the Board from time to time in its sole discretion by Board resolution;
 - (ii) For Local Government Enrolment fees in any other case, by the Board from time to time by Board resolution, subject to approval by the membership at an annual or special meeting of the members;
 - (iii) For Organization and Individual Membership fees by the Board from time to time by Board resolution, subject to approval by the membership at an annual or special meeting of the members.
- (b) Once determined, the fee amounts shall be deemed to be the annual membership or application fees, as applicable, for the relevant membership category until such amount is changed.
- (c) Fees shall cover the calendar year in which they become due and payable. Fees amended shall become due and payable in such updated amount as of the Board resolution approving or recommending the change.
- (d) Fees shall be due and payable as of January 1, representing the new membership year. If such fees not be paid by February 15 of the new membership year, such members are deemed not in good standing. Members who remain not in good standing by March 1 shall have their membership, and in the case of an organizational member or local government, any associated memberships, automatically terminate.
- (e) Special assessment fees may be set at an annual or special meeting of the members. Such fees shall only be used for a specific purpose, which shall be set out in writing and forwarded to all members as part of the Notice of Meeting of the annual or special general meeting. Adoption of special assessment fee proposals requires a Special Resolution.

3.2 Termination of Membership. A membership in the Society is terminated when:

- (a) any specified term of membership expires;
- (b) a member fails to maintain any qualifications for membership specified in these bylaws;
- (c) a member is not in good standing for more than 30 days, or such other term as noted in these bylaws;

- (d) the member resigns by delivering a written resignation to the registered office of the Society, in which case such resignation shall be effective on the date specified in the resignation;
- (e) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- (f) in the case of an Individual Government Member, Individual Corporate Member, or Individual Affiliate Member:
 - (i) upon their removal from the relevant membership list maintained by their Organizational member; or
 - (ii) on the Organizational member they are affiliated with being dissolved or otherwise wound-up, subject to a resolution of the Board extending the individual's term membership;
- (g) the member is expelled in accordance with Section 3.3 of these bylaws or is otherwise terminated in accordance with the these bylaws or by Special Resolution at a meeting of the members; or
- (h) the Society is liquidated or dissolved under the Act.

Subject to these bylaws, upon any termination of membership, the rights of the member, including any rights in the property of the Society, cease to exist.

3.3 Discipline of Members. The Board shall have authority to discipline, suspend or expel any member from the Society on any one or more of the following grounds:

- (a) violating any provision of the constitution, these bylaws, or written policies of the Society;
- (b) carrying out any conduct which may be detrimental to the Society, as determined by the Board in its sole discretion; or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Society.

In the event that the Board determines that a member should be disciplined, suspended, or expelled from membership in the Society, the President, or such other director or Senior Manager as may be designated by the Board, shall provide, in a written notice, twenty days notice of the proposed discipline, suspension, or expulsion to the member and shall, in the written notice, provide reasons for the proposed discipline, suspension or expulsion. The member may make written representations to the President, or such other director or Senior Manager as may be designated by the Board, in response to the notice received within such 20 day period. In the event that no written representations are received by the President or such other director or Senior Manager as may be designated by the Board, the President or such other director or Senior Manager as may be designated may proceed to notify the member in writing that the member is suspended or expelled from membership in the Society. If written representations are received in accordance with this Section, the Board will consider such representations in arriving at a final decision and shall notify the

member concerning such final decision within a further 20 days from the date of receipt of the submissions. Any discipline, suspension, or expulsion shall have an effective and end date, if applicable.

- 3.4 **Appeal.** Any decision of the Board to discipline a member is subject to review by the membership at an annual general meeting. The members, by ordinary resolution on majority vote, may reverse or affirm the decision of the Board, confirming expulsion, sanction, or restoration of membership rights as appropriate.
- 3.5 **Suspension.** In the event a member is suspended from membership in the Society in accordance with Section 3.3, the member shall not be entitled to exercise any of the rights of being a member of the Society under these bylaws and the Act, including, but not limited to, the following:
- (a) the right to receive notice of any Board meetings (if also a director) and members' meetings, other than a members' meeting concerning an appeal of their suspension; and
 - (b) the right to vote at Board meetings (if also a director) and members meetings, other than a members' meeting concerning an appeal of their suspension.
- 3.6 **Delivery of Society Property.** In the event a member is disciplined, suspended, expelled, not in good standing or otherwise terminated from membership in the Society, the member shall forthwith deliver up any and all property of the Society in their possession, including but not limited to, records, keys, and access codes. The member agrees that failure to deliver up said property prior to the commencement of the sanction, suspension, or expulsion is irreparable harm to the Society and is appropriate for immediate judicial relief, including an injunction with no undertaking as to damages.

PART 4 - MEETINGS OF MEMBERS

- 4.1 **Annual Meeting.** The Annual General Meeting, also known as the annual meeting of the members, shall be held at such time and place as the Board determines, and in any case not less than eight and more than fifteen months following the preceding Annual General Meeting.
- The annual meeting of the members shall be held on such day in each calendar year and at such time as the Board may by resolution determine at any place within British Columbia.
- 4.2 **Special General Meeting.** Other meetings of the members, also called special meetings of the members, may be convened by order of the President at any date and time and at any place within Canada.
- 4.3 **Member Requisition of General Meeting and Proposals.** Members may requisition the directors to call a meeting of the members by following the process set out in the Act:
- (a) **Requisition:** Members may requisition a special meeting of the members by following the process set out in the Act. These requisitionists must submit a

requisition, along with the names and signatures of 10% of the voting members, and in 200 words or fewer, stating the business to be considered at the meeting, including the full-text of any Special Resolution they wish to have considered. The Board shall call a meeting of the members, to be held within 60 days of receipt of the requisition, to consider the business stated in the requisition. If this has not been called within 21 days after the date of the society's receipt of the requisition, a majority of the requisitionists may call the meeting by following the process set out in the Act; and

- (b) **Members' Proposals:** Members may apply to place any item, including a Special Resolution, on the agenda of a scheduled annual meeting of the members by following the process set out in the Act. Such members must submit a proposal, along with the names and signatures of at least 5% of the voting members, and in 200 words or fewer, state the proposal to be considered at the meeting, including any Special Resolution they wish to have considered at the meeting. Such proposal must be received by the society at least 7 days in advance of the notice of annual meeting being sent the information required and by following the process set out in the Act. This process is inapplicable to special meetings of the members. The society does not need to comply with adding the proposal to the meeting agenda if substantially the same proposal was considered at a general meeting held in either of the two previous calendar years before the calendar year in which the annual meeting of the members is to be held.

4.4 **Persons entitled to be present.** The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the auditor (if any) of the Society and such other persons who are entitled or required under any provision of the Act, constitution or these bylaws of the Society to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

4.5 **Chair of the Meeting.** The President, or the President-Elect should the President be absent, are to preside at meetings of the members. In the event that the President and the President-Elect are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.6 **Notice of Meeting of Members.**

- (a) Notice of a meeting of members shall be given to the auditor, if any is appointed, and to each member at its registered address, in writing, by e-mail provided for that purpose at least 21 and no more than 60 days before the meeting. Throughout the 21 day period before the meeting and ending when the meeting is held, such notice shall be posted on the Society's website on a publicly accessible web page.
- (b) Notice of a meeting will specify the date, time and place of the meeting, and will specify the Electronic Means that are authorized to be used for the meeting (if any).

- 4.7 **Notice of Special Resolution.** If a Special Resolution is to be voted on at a members' meeting, the full text of the Special Resolution must be included in the notice to members.
- 4.8 **Quorum.** A quorum at any meeting of the members shall be 40 of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For greater clarity, the members present at a meeting of members include those attending by Electronic Means, if any. If a quorum is not present at the opening of any meeting of the members, the members then present, or failing that, any two directors, may adjourn the meeting to a fixed time and place pursuant to Section 4.9.
- 4.9 **Adjournment.** Notice of the adjourned meeting of the members is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. If at the adjourned meeting a quorum is not present, the members present shall constitute a quorum. No business shall be transacted at the adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.10 **Votes to Govern.** At any meeting of members every question shall, unless otherwise required by the constitution, these bylaws or by the Act, be determined by a majority of the votes cast by members in good standing on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall not have a second or casting vote.
- 4.11 **Method of Voting.** 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 or after such a vote, two or more voting members request a secret ballot and the members present vote in favour of a secret ballot by show of hands on a majority vote, voting must be by a secret ballot.
- 4.12 **Meetings by Electronic Means.** The Board may determine, in its discretion, to hold any meeting of members in whole or in part by Electronic Means, so as to allow some or all members to participate in the meeting remotely. Where a General Meeting is to be conducted using Electronic Means, the Board must:
- (a) arrange for suitable Electronic Means;
 - (b) inform members that participation by Electronic Means will be available and how such can be utilized; and
 - (c) take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by permitted Electronic Means are deemed to be present at the meeting.

- 4.13 **Proxies.** Members not in attendance at a meeting of members may vote by appointing in writing a proxyholder, and may also appoint one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:
- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
 - (b) a member may revoke a proxy by depositing a written instrument signed by the member or by the member's authorized agent:
 - (i) at the registered office of the Society no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - (ii) with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
 - (c) unless limited in the proxy, a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
 - (d) if a form of proxy is created by a person other than the member, the form of proxy shall:
 - (i) indicate, in bold-face type,
 - A. the meeting at which it is to be used,
 - B. that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - C. instructions on the manner in which the member may appoint the proxyholder,
 - (ii) contain a designated blank space for the date of the signature,
 - (iii) provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
 - (iv) provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,

- (v) provide a means for the member to specify that the membership registered in the member's name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
 - (vi) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- (e) a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
 - (f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
 - (g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting shall contain a specific statement to that effect.

4.14 **Business at Annual General Meeting.** At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) presentation and consideration of the Society's financial statements, prepared in compliance with the Act and the regulations;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a Special Resolution; and
- (g) any appeal of a discipline decision of the directors put to the membership in accordance with these bylaws.

All other business is special business.

4.15 **Annual Report.** Within 30 days after an annual general meeting, the Society must file with the Registrar an annual report that includes the date on which the meeting was held, subject to any exceptions or extensions in the Act.

PART 5 - DIRECTORS

- 5.1 **General Duties.** The property and affairs of the Society shall be managed by the Board.
- 5.2 **Support of Purposes.** Every director will subscribe to and support the purposes of the Society.
- 5.3 **Composition of Board.** The Board will be composed of no less than eight and no more than 10 directors, with the actual amount being set by Board resolution from time to time, elected by the membership into their respective office roles as set out in in this Part.
- 5.4 **Election and Term.** The members will elect the directors at each annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term specified under these bylaws. The term of any director may be renewed by Ordinary Resolution.

- (a) The following represent director positions and terms:

Executive Role	Term
President	Automatic succession from the office of President Elect for a duration of two years
President Elect	Two years
Directors at Large (6 to 8)	Two years

- (b) The maximum consecutive term length for a Director at Large is six years or three full terms. Such six year or three term limit is reset following a two year or one term absence from the Board, and the individual shall be eligible for election as a Director at Large or as President Elect. Following a term as President, the individual shall be eligible for election as a Director at Large or as President Elect following a two year or one term absence from the Board.
- 5.5 **Invalidation of Acts.** No act or proceeding of the Board is invalid by reason only of there being less than the required number of directors in office.
- 5.6 **Qualifications.** An individual elected as a director must be either an Individual Member or the representative of a Local Government, Corporate, or Affiliate Member for a period of at least one (1) year who has attended at least one annual or special meeting of the members. For greater clarity, an Honorary Member and a Non-Voting Member are not eligible for election or appointment as directors nor officers.
- 5.7 **Disqualification.** A director who is not qualified to be a director under the Act or these bylaws ceases to hold office as of the date of disqualification.

5.8 **Removal of Director.** A director may be removed before the expiration of his or her term of office by either of the following methods:

- (a) by Special Resolution; or
- (b) by Board Resolution.

If a director has been removed by Special Resolution, the Members may elect a replacement director by Ordinary Resolution to serve for the balance of the removed director's term of office. The director is entitled to be heard at or prior to the time when the Special Resolution is considered.

If a director has been removed by Board Resolution, the director proposed for removal has a conflict of interest and may not vote on the Board Resolution, but is entitled to not less than seven days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution.

5.9 **Ceasing to be a Director.** A person will automatically cease to be a director:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the President or to the registered office of the Society and the effective date of the resignation stated therein;
- (b) upon the expiry of his or her term;
- (c) upon the date such person is no longer qualified pursuant to these bylaws;
- (d) upon his or her removal; or
- (e) upon his or her death.

5.10 **Executive Roles.**

- (a) The membership shall elect, in accordance with these bylaws, from among their number individuals to fill the following Board positions:
 - (i) **President Elect.** This role is the vice-chair of the Board and meetings of the members and is responsible for carrying out the duties of the President if the President is unable to act. This individual shall serve as chair of the Provincial Awards Committee and perform such other duties as assigned by the Board from time to time.
 - (ii) **Directors at Large.** Such individuals shall act of chair of committees as a formed from time to time as assigned by the Board, and perform such other duties as assigned by the Board from time to time.
- (b) The President Elect shall succeed to the position of President at the close of the annual meeting of the members in which his or her term expires. The role of the President is to chair the Board and meetings of the members, and to be responsible for supervising the other directors in the execution of their duties. The President shall be a member ex-officio of all committees, and shall represent or cause the Society to be represented at any such meetings or on such boards as laid down from time to time by the Board.

- 5.11 **Non-voting Advisors.** The Chief Executive Officer, if any, shall be provided with notice of and speaking rights at all meetings of the Board as well as access to Society records available to directors. The Board may create further such ex-officio advisor positions on the Board from time to time by Board resolution.
- 5.12 **Nominating Committee.** The Board shall establish a Nominating Committee which shall be comprised of members of the society and directors from the current Board. It will be guided by nomination priorities to ensure that Board candidates are equipped with competencies and insights necessary to successfully fulfill the strategic directions of the Association. One nomination priority shall be the provision of regional perspectives. Other nominating priorities shall be set by the Board from time to time. The Nominating Committee will host a call for nominations when necessary, and review any applications for director positions. The Nominating Committee shall put forward all candidates qualified who meet the criteria, if any, established by any nomination policy as set by the Board from time to time and the nomination priorities set out in these bylaws, with a view that such potential directors can effectively govern the Association and truly represent it as a provincial organization.
- 5.13 **Mail-in Ballot.** Elections for director positions shall be conducted by mail-in ballot or by electronic means of voting as determined by the Board capable of conducting an election, prior to any annual or special meeting of the members.
- 5.14 **Casual Vacancies.** If for any reason a vacancy exists on the Board, the Board may appoint a member (who otherwise meets the qualifications for director set out herein) to fill that vacancy until the next annual meeting of the members.
- 5.15 **Remuneration of Directors.** No director shall be paid any remuneration for services rendered to the Society as director but may be reimbursed for reasonable expenses in acting as a director. Reasonable expenses will normally pertain to car mileage or travelling costs, meals away from home, accommodation where overnight stays are involved, stationery, telephone charges, stamps, and the like. Limitation of expenses will be set from time to time by the Board.

PART 6 - MEETINGS OF DIRECTORS

- 6.1 **Place of Meeting.** Meetings of the Board may be held at any place within or outside British Columbia.
- 6.2 **Calling of Meetings.** Meetings of the Board may be called by the President, President Elect, or any two directors at any time.
- 6.3 **Regular Meetings.** The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.
- 6.4 **Notice of Meeting.** Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 11.1 of these bylaws to every director of the Society not less than seven days before the time when the meeting is

to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Unless these bylaws or the Act otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting.

- 6.5 **Quorum.** A majority of the number of directors constitutes a quorum at any meeting of the directors, and, despite any vacancy among the directors, a quorum of directors may exercise all of the powers of the directors. If a quorum is not present at the meeting of the directors, the directors then present shall adjourn the meeting to a fixed time and place pursuant to Section 6.6.
- 6.6 **Adjournment.** Any meeting of the Board may be adjourned from time to time by the chair of the meeting, with the consent of the directors present at the meeting which is to be adjourned, to a fixed time and place. Notice of any adjourned meeting of the Board is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 6.7 **Chair.** The President (or, in the absence or inability of the President, the President Elect) will, subject to a Board Resolution appointing another person, preside as chairperson at all meetings of the Board. If at any meeting of the Board the President, President Elect and such alternate person appointed by a Board Resolution, if any, are not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to preside as chairperson at that meeting. If the person presiding as chairperson of a meeting of the Board wishes to step down as chairperson for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the directors present at such meeting, he or she may preside as chairperson. In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Board, the person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with those rules, as well as the Act and these bylaws.
- 6.8 **Votes to Govern.** Each director is authorized to exercise one vote. At all meetings of the Board, every decision shall be decided by Board Resolution. In case of an equality of votes, the chair of the meeting in addition to an original vote shall not have a second or casting vote.
- 6.9 **Meetings by Electronic Means.** The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means, so as to allow some or all parties to participate in the meeting remotely. Where a meeting of

the Board is conducted by Electronic Means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

- 6.10 **Committees.** The Board may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.
- 6.11 **Conflict of Interest.** A director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Board:
- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
 - (b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
 - (c) is not entitled to vote on the contract, transaction or matter;
 - (d) will absent him or herself from the meeting or portion thereof:
 - (i) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - (ii) in any case, during the vote on the contract, transaction or matter; and
 - (e) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of directors and others, provided that such policies must not contradict the Act or these bylaws.

- 6.12 **Urgent Business.** A resolution in writing which has been signed by 75% of the Directors is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such resolution may be in one or more counterparts, which together shall be deemed to constitute one resolution in writing. Such resolution shall be effective on the date stated thereon. The resolution shall be filed with the minutes of proceedings of the Board.

PART 7 - REGIONAL NETWORKS

- 7.1 There shall be seven (7) designated geographical areas within the Province:
- (a) Vancouver Island/Coast;
 - (b) Vancouver/Lower Mainland;
 - (c) Thompson/Okanagan;
 - (d) Kootenays;

- (e) Cariboo;
 - (f) North Coast/Nechako; and
 - (g) Peace/Northern Rockies.
- 7.2 The Board may consider and recommend to the membership modifications to the geographical map of the Association, as appropriate and necessary to ensure optimal representation of the Association and its membership across the Province.
- 7.3 Regional networks will serve as communication links for the Association and to that end will appoint liaisons responsible to:
- (a) Encourage communication within their area, between their area and the main office of the Association, and with other areas;
 - (b) Outline to interested groups or individuals within their area the importance of the Association and the benefits which may accrue through and Association membership; and
 - (c) Hold meetings, workshops, and seminars within those districts dealing with subjects directly affecting such regions.

PART 8 - SENIOR MANAGERS

- 8.1 **Appointment.** The Board may appoint one or more Senior Managers in the discretion of the Board and specify their duties.
- 8.2 **Cessation.** In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Senior Manager of the Society. Unless so removed, a Senior Manager shall hold office until the earlier of:
- (a) the Senior Manager's successor being appointed;
 - (b) the Senior Manager's resignation;
 - (c) such Senior Manager ceasing to be a director (if a necessary qualification of appointment); or
 - (d) such Senior Manager's death.

If the office of any Senior Manager of the Society shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

PART 9 - NON-DIRECTOR OFFICERS, STAFF, AND CONTRACTORS

- 9.1 **Chief Executive Officer.** The Board may select and appoint a Chief Executive Officer of the Association and set the terms of his or her duties, responsibilities and employment. The Chief Executive Officer has certain duties as an officer and senior manager of the Society, as outlined in these bylaws and as assigned by the Board from time to time.

- 9.2 **Staff and Contractors.** The Society may employ staff and contractors. The Chief Executive Officer is responsible for staff and contractor selection and management and shall report to the Board on same.

PART 10 - INDEMNIFICATION

- 10.1 **Indemnify an Eligible Party.** Subject to section 10.4 and the provisions of the Act, an Eligible Party will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Eligible Party, by reason of his or her holding or having held authority within the Society:
- (a) is or may be joined as a party to such legal proceeding or investigative action; or
 - (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.
- 10.2 **Subsidiary.** Notwithstanding section 10.1, the Society may, in its discretion, determine whether or not to indemnify an Eligible Party to the extent he or she is liable for or in respect of expenses by reason of holding or having held a position in a subsidiary, if any, of the Society, which position is equivalent to the position of an Eligible Party in the Society itself.
- 10.3 **Advancement of Expenses.** To the extent permitted by the Act and subject to section 10.4, all costs, charges and expenses incurred by an Eligible Party with respect to any legal proceeding or investigative action may be advanced by the Society prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the Eligible Party to repay such amount unless it is ultimately determined that the Eligible Party is entitled to indemnification hereunder.
- 10.4 **Indemnification prohibited.** Notwithstanding sections 10.1 and 10.2, the Society must not indemnify an Eligible Party against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such Eligible Party:
- (a) has already been reimbursed for such expenses;
 - (b) has been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that he or she ought to have done;
 - (c) in relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the Society or any subsidiary of the Society; or

- (d) in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that his or her conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.
- 10.5 **Non-compliance.** The failure of an Eligible Party of the Society to comply with the provisions of the Act, or of the constitution or these bylaws, will not invalidate any indemnity to which he or she is entitled under this part.
- 10.6 **Deemed Contract.** Each Eligible Party of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.
- 10.7 **Insurance.** The Society may purchase and maintain insurance for the benefit of any or all directors, Senior Managers, employees or agents against personal liability incurred by any such person as a director, Senior Manager, employee or agent.

PART 11 - NOTICES

- 11.1 **Method of Giving Notices.** Unless otherwise specified in the constitution, these bylaws or the Act, any notice (which term includes any communication or document) to be given, sent, delivered or served to a member, director, Senior Manager or member of a committee of the Board or to the auditor shall be sufficiently given, if:
 - (a) delivered personally to the person to whom it is to be given or if delivered to such person's registered address;
 - (b) mailed to such person at such person's registered address by prepaid ordinary or air mail; or
 - (c) sent to such person in writing by telephonic, electronic or other communication facility at such person's registered address for that purpose.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the registered address as aforesaid. A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box. A notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, Senior Manager, auditor or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or Senior Manager of the Society to any notice or other document to be given by the Society may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

- 11.2 **Omissions and Errors.** The accidental omission to give any notice to any member, director, Senior Manager, member of a committee of the Board or auditor, or the non-receipt of any notice by any such person where the Society has provided notice in

accordance with the bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice. Attendance at a meeting in which notice was accidentally omitted is acceptance of adequate notice.

PART 12 - DOCUMENTS AND RECORDS

12.1 Execution of Documents. Instruments in writing requiring execution by the Society may be signed in such a manner as the Board may from time to time designate by resolution and all instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Board shall have the power from time to time by resolution to appoint any person or persons on behalf of the Society either to sign instruments in writing generally or to sign specific instruments. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing Senior Manager may certify a copy of any instrument, resolution, bylaw or other document of the Society to be a true copy thereof.

12.2 Access to Records.

- (a) The documents including the financial and accounting records, of the Society and the minutes of meetings of members, committee meetings and meetings of the Board will be open to the inspection of any director at reasonable times.
- (b) A member in good standing is entitled, subject to any Board Resolution under section 25 of the Act, upon providing not less than 14 days' notice to the Society, to examine any of the following documents and records of the Society at the registered office of the Society during the Society's normal business hours:
 - (i) the constitution and these bylaws, and any amendments thereto;
 - (ii) the statement of directors and registered office of the Society;
 - (iii) minutes of any meeting of members, including the text of each resolution passed at the meeting;
 - (iv) resolutions of the members in writing, if any;
 - (v) annual financial statements relating to a past fiscal year that have been received by the members in a meeting of members;
 - (vi) the register of directors;
 - (vii) the register of members;
 - (viii) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
 - (ix) copies of orders made by a court, tribunal or government body in respect of the Society;
 - (x) the written consents of directors to act as such; and

- (xi) the disclosure of a director or Senior Manager regarding a conflict of interest.
 - (c) Except as expressly provided by statute or at law, a member will not be entitled or have the right to examine or inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a member in good standing may request, in writing delivered to the registered office of the Society, to examine any other document or record of the Society and the Board may allow the member to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.
 - (d) Copies of documents to which a member is allowed to examine may be provided on request by the member for a reasonable production fee to be determined by the Board.
- 12.3 **Inspection by Non-Members.** A non-member may only inspect the records of the Society with permission of the Board. A non-member may not inspect the register of members.
- 12.4 **Use of Members and Directors Register.** A person must not use contact information that the person obtains from an inspection of the Society's register of members or directors except in connection with matters related to the activities or internal affairs of the Society and in compliance with the Act.

PART 13 - FINANCIAL MATTERS

- 13.1 **Financial Year End.** The financial year end of the Society shall be determined by the Board from time to time.
- 13.2 **Investment.** The Board may invest in any investment in which a prudent investor may invest
- 13.3 **Borrowing.** The Board may, without authorization of the members:
- (a) borrow money on the credit of the Society;
 - (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Society;
 - (c) give a guarantee on behalf of the Society to secure performance of an obligation of any person; and
 - (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society owned or subsequently acquired, to secure any obligation of the Society.
- 13.4 **Banking Arrangements.** The banking business of the Society shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by a

Senior Manager or Senior Managers of the Society and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

- 13.5 **Annual Financial Statements.** The Society may, instead of sending copies of the annual financial statements, the report of the auditor (if any), and any further information respecting the financial position of the Society and the results of its operations as required by the Act, regulations, bylaws or other agreements, provide such items to the members by the following means:
- (a) publishing a notice to its members stating that the annual financial statements and such other documents described above are available at the registered office of the Society and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail; or
 - (b) by posting the annual financial statements and such other documents described above on the Society's website, provided that the Society publishes a notice to its members stating that the financial information with respect to the Society is available on its website.
- 13.6 **Auditor.** The Society shall have an auditor, appointed by the members by Ordinary Resolution, to hold office for the term set out in the Act and perform the duties as set out in the Act.

PART 14 - NON-PROFIT PURPOSE PROVISIONS

- 14.1 The business of the Association shall be carried on without purpose of monetary gain for its members and any profits which may accrue shall be used for promoting its objective. This provision was previously unalterable.
- 14.2 **Dissolution:** In the event of dissolution of the Association, all its remaining assets, after payment of debts and liabilities shall be distributed to some other non-profit organization with similar objectives in the province of British Columbia, as determined by the board of directors at that time. This provision was previously unalterable.

- 30 -

CONSTITUTION

Article I. The organization shall be known as:
British Columbia Recreation and Parks Association, hereinafter referred to as the Association.

Article II. Purposes

The purposes of the Association are:

- (a) to fund, facilitate, promote and carry out recreational programs which will foster the development of leisure-oriented opportunities that are beneficial to the community as a whole in a way the law regards as charitable by providing educational opportunities and disseminating information to the public and by coordinating and implementing recreational policies of governmental ministries and other agencies and organizations; and
- (b) to receive bequests, trusts, funds and property, and to hold, invest, administer and distribute funds and property for the purposes of the Association as presently set out and for such other organizations as are "qualified donees" under the provisions of the Income Tax Act (Canada) and for such other purposes and activities which are authorized for registered charities under the provisions of the Income Tax Act (Canada); and
- (c) to do all such other things as are incidental and ancillary to the attainment of the purposes and the exercise of the powers of the Association.