

Orienteering Association of British Columbia

Constitution and Bylaws

(August 27, 2022)

BYLAWS

The following are the Bylaws of the Orienteering Association of British Columbia, hereinafter referred to as "OABC".

1. Interpretation

1. In these bylaws, unless the context otherwise requires:
 - a. "Executive" or "Executive council" refers to the elected Board of Directors;

2. Membership in OABC

2.1 Classification of Members

1. There are 2 categories of members:
 - a. Individual adult
 - b. Individual junior {a junior is classified as an individual under the age of 21}

2.2 Member in Good Standing

1. A member in good standing is defined as one who is a member in good standing of an affiliated club; i.e. one who has paid the membership fees, and signed the documentation as required by the affiliated club for the calendar year.

2.3 Membership Fees

1. OABC annual membership fees, if any, shall be determined at the Annual General Meeting.
2. Membership shall run from January 1 to December 31st.

2.4 Rights and Privileges of Members

1. Any individual member in good standing is entitled to:
 - a. To receive notice of any General Meeting of OABC.
 - b. To attend and speak at any General Meeting of OABC.
 - c. Exercise other rights and privileges given to members in these Bylaws.
2. Any OABC-affiliated club is entitled to:
 - a. Receive advice and support from the OABC Executive in the running of their club.
 - b. Apply for financial assistance from OABC for specific club projects.

2.5 Suspension of Membership

2.5.1 Reasons for Suspension of Membership

1. The membership of an individual may be suspended by the Executive, at a general meeting called for this purpose, for a period of up to three months for any of the following reasons:
 - a. The member has failed to abide by the Bylaws.

- b. The member has made a flagrant safety violation at a sanctioned event.
- c. The member has disrupted meetings or functions of OABC.
- d. The member has through action, or inaction, caused harm to OABC.

2.5.2 Notice to the Member

1. The affected member will receive written notice of the Executive's intention to deal with the infraction and the possibility of suspension.
2. The notice will be sent by registered mail to the address given on the member's current membership.
3. The notice will state the reason suspension is being considered.

2.5.3 Decision of the Executive

1. The member may address the Executive in person on the matter and may be accompanied by one other person.
2. The Executive will decide how the matter is to be dealt with and may restrict the time the member has to address the Executive.
3. The Executive may exclude the member from its discussion on the matter, including the vote.
4. The Executive's decision is final.

2.6 Termination of Membership

2.6.1 Resignation

1. Any individual may end their membership by submitting their request in writing to any member of the Executive.
2. The withdrawal is effective from the date of receipt of this request by the Executive.

2.6.2 Death

1. The membership of a member is ended on their death.

2.6.3 Expulsion

1. OABC may, by Special Resolution at any General Meeting called for the purpose, expel a member for any reason deemed in the interests of OABC.
2. The decision is final.
3. On the passing of the Special Resolution the name of the member is removed from the membership database, and the member ceases to be a member on the date their name is removed.

2.6.4 Transmission of Membership

1. No right or privilege of any member is transferable to another person. All rights and privileges cease when the member resigns, dies, or is expelled from the Association.

2.7 Continued Liability for Debts Due

1. Although a member ceases to be a member, by death, resignation or otherwise, they are liable for any debts owing to OABC at the date they ceased to be a member.

2.8 Limitation on the Liability of Members

1. No member is, in their individual capacity, liable for any debt or liability of OABC.

3. Meetings

3.1 Annual General Meeting {AGM}

3.1.1 Calling an AGM

1. The Annual General Meetings of OABC shall be held each year.
2. A notice of the meeting and the agenda must be distributed to the membership at least 21 days prior to the meeting. It is permissible for this notice to be sent by e-mail. The notice must contain the time, place, and date of the meeting, along with any items that require a Special Resolution.

3.1.2. Agenda for an AGM

1. The AGM must deal with the following matters:
 - a. Adopting the agenda
 - b. Adopting the minutes from the last AGM
 - c. Reviewing the President's Report
 - d. Reviewing the financial statements of OABC, including the auditor's report, if applicable.
 - e. Electing the President, Vice-President, Treasurer, and Secretary
 - f. Electing Members-at-Large
 - g. Considering matters specified in the meeting notice.

3.2 Extraordinary General Meetings

3.2.1 Calling an Extraordinary General Meeting

1. Extraordinary General Meetings may be called by:
 - a. the Executive.
 - b. an application in writing to the Secretary which is supported by 10% of the total voting membership, which must clearly state the purpose of such a meeting.
2. An Extraordinary General Meeting must then be called within 60 days of the notice.
3. A notice of the meeting and the agenda must be sent to the membership at least 21 days prior to the meeting. It is permissible for this notice to be sent by e-mail.

3.2.2 Procedure at an Extraordinary General Meeting

1. The President, or in his absence another director, will preside over the meeting. If none are available, or do not wish to preside over the meeting, then a simple majority vote will choose a presiding chair.
2. A quorum of 20 voting members representing at least three OABC-affiliated clubs must be present at all times during an Extraordinary General Meeting
3. If a quorum is not present within 30 minutes of the scheduled start of the meeting, the meeting must be rescheduled for the same day in the next week at the same time and the same place, and if at the rescheduled meeting a quorum is not present within 30 minutes of the scheduled time, the members present are considered a quorum.
4. The majority necessary for the passing of a Special Resolution of OABC shall be three-fourths majority of those present at a duly constituted meeting for the purpose of considering such Resolution.

4. Voting

4.1 Voting Procedure

1. The voting procedure at an AGM, General Meeting, or Extraordinary General Meetings will be as follows:
 - a. One member in good standing will put forward a motion;
 - b. A second member will second the motion;
 - c. All members present will vote for or against the motion. Vote will be conducted by a recorded show of hands or voice. A physical ballot (or analogous on-line secret voting mechanism) will be used if five or more members present request it.
 - d. The presiding chair will then announce the motion carried or defeated
2. A simple majority of 50% plus one (1) is required for a motion to be carried. In the event of a tie, the motion is defeated. The only exception to this is a Special Resolution, where three-fourths of those present must vote in favour for the motion to be carried.

4.2 Eligibility to Vote

1. Each person who holds an individual OABC membership and is 14 years of age or older is entitled to one vote if they are present either in person or on-line.
2. No proxy votes are allowed.

5. Governance of OABC

5.1 Composition of the Board

1. The Board will consist of **three four (4)** Officers plus Directors. The Officers are
 - a. President
 - b. **Vice-President**
 - c. Secretary
 - d. Treasurer
 - e. In addition to these Officers, a minimum of three (3) and a maximum of fifteen (15) members-at-large may be elected at each AGM to serve as Directors.
2. Chairpersons of any Board sub-committees shall be appointed at the discretion of the Directors.

5.2 Election of Directors

1. Directors and Officers shall be elected at the Annual General Meeting.
2. Nominees must have a nominator and a seconder to be considered.
3. Directors and Officers serve a one-year term, and are eligible to be considered for re-election for any number of terms.
4. Elected Officers automatically become Directors.

5.3 Role of the Board

1. Directors of OABC shall:
 - a. have the power to fill any vacancies that occur on the Executive.
2. The Board shall:
 - a. meet and act as required for the efficient conduct of OABC's business with a minimum of four (4) meetings per year.
 - b. not be paid for their services as Directors, but their expenses on behalf of the Society may be defrayed by OABC with prior approval of the Board.

5.4 Duties of the Officers

1. The duties and responsibilities of the individual Board members shall be determined by the Board, with the exception of those of the President, Vice-President, Secretary and Treasurer. These latter Officers shall have as their responsibilities the following:
 - a. President:
 - i. Shall preside over the meetings of the Board of Directors as chair.
 - ii. Shall call meetings of the Board as required by the affairs of OABC and not less than four (4) times per year.
 - iii. Is to oversee the nomination and election of a new Executive at the end of his or her term.
 - iv. Will have signing powers in the contract and financial affairs of OABC, in conjunction with the Treasurer.
 - v. Is tasked with generally promoting the cause of OABC and acting as its spokesperson.
 - b. Vice-President:
 - i. Shall assume some or all the duties of the President when the incumbent President is unavailable to carry out those responsibilities because of illness, or other unavoidable absence.
 - c. Secretary:
 - i. Shall act as the recording secretary at Board meetings and at the Annual General Meeting of OABC.
 - ii. Shall act as the Privacy Officer for OABC.
 - iii. Is to distribute AGM and Board meeting minutes to appropriate parties. That is, AGM minutes are to be distributed to all OABC members, and posted on the OBC website, while Board meeting minutes are to be distributed to the Board of Directors.
 - d. Treasurer:
 - i. Shall keep the financial records of OABC, prepare the annual financial statement and, with the President, act as signing officer of the Board of Directors.
 - ii. Will keep accounts of all sums of money received and expended, and the matters in respect of which the receipts and expenditures took place.
 - iii. Is to track assets and liabilities.
 - iv. Shall keep accounts of all other transactions affecting the financial position of OABC.

5.5 Removal of Directors

1. Directors may be removed if:
 - a. The Director has failed to abide by the Bylaws.
 - b. The Director has made a flagrant safety violation at a sanctioned event.
 - c. The Director has disrupted meetings or functions of OABC.
 - d. The Director has through action, or inaction, caused harm to OABC.
2. Voting OABC members may remove any Director before the end of his term. There must be a majority vote at an Extraordinary General Meeting called for this purpose.

6. Finance

1. The Financial Year of OABC shall run from April 1 to March 31 each year. The accounts of OABC will be balanced at March 31 each year and submitted to the Board.
2. The Board of Directors may choose, from time to time, to appoint an Auditor to examine the accounts and books. If engaged, the Auditor shall certify the correctness or otherwise of OABC's accounts as presented to each AGM of OABC.
3. All cheques written against OABC funds shall be signed by the Treasurer and either the President or his or her designate.

7. Records

1. The Board of Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts, books and records of OABC or any of them shall be opened to inspection by members not being on the Board.

8. Notices

1. Notice of the Annual General Meeting or Extraordinary Meeting shall be distributed to all members of OABC by e-mail, via the affiliated club e-mail lists, and posted on the organization's website, at least three weeks prior to the meeting.
2. A notice may be sent to a member via the most recent email address provided to their OABC-affiliated club.
3. A notice is considered sent on the day the email is forwarded to the OABC members.
4. All notices shall be sent as per these bylaws.

9. Minutes

1. The Secretary, or some other officer specially charged by the Board with that duty, shall record, or cause to be recorded, the Minutes of proceedings of all meetings of members and of the Board of Directors, and shall maintain these records of Minutes.

10. Bylaws

1. These bylaws cannot be amended or added to except by a Special Resolution at an Extraordinary General Meeting or Annual General Meeting of OABC.
2. These bylaws must be made available to all the OABC membership by way of the OABC website, and via mail or email within 10 days of receipt of a request by a member.

11. OABC shall continue to be a member of Orienteering Canada.

12. The operations of OABC are to be chiefly carried on in the Province of British Columbia.

13. The funds of OABC not required for immediate use may be kept on deposit in a bank or may be invested in such manner as the Board from time to time determines.

14. Dissolution

If, upon dissolution of the Association, there remains, after the satisfaction of all its debts and liabilities, any properties whatsoever, that property shall not be paid to or distributed among the members, but shall be given or transferred to some other recognized Canadian Charitable Organization, or other not-for-profit Organization in Canada having objectives similar to the objectives of the Association. Such organization or organizations shall be determined by a majority of members attending the first meeting on the dissolution of OABC.

15. Non-Profit

The affairs of OABC shall be conducted so as to promote the purposes of OABC, and OABC shall not carry out activities for the purpose of the personal financial gain of its members.