

Bylaws of SALMON ARM ECONOMIC DEVELOPMENT SOCIETY

(the "Society")

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

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

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

Membership

2.1 A person may apply to the Board for membership as per the Salmon Arm Economic Development Society *Appointment of New Directors, Board Governance and Procedure Policy*. Membership is comprised of the active voting directors of the Society.

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.3 There are no membership dues.

Member not in good standing

2.4 A member is not in good standing if the member's/director's term has expired or they have resigned from the Board of Directors.

Member not in good standing may not vote

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2.5 A voting member who is not in good standing

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

Termination of membership if member not in good standing

2.6 If a member's/director's term has expired, or they have resigned from the Board of Directors, their resignation as a voting director rescinds their membership.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

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

Ordinary business at general meeting

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

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.4 The following individual is entitled to preside as the Chairperson of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the Chairperson;
- (b) if the Board has not appointed an individual to preside as the Chairperson or the individual appointed by the Board is unable to preside as the Chairperson,
 - (i) the Vice-Chairperson,
 - (ii) the Treasurer, if the Vice-Chairperson is unable to preside as the Chairperson, or
 - (iii) one of the other directors present at the meeting, if both the Vice-Chairperson and Treasurer are unable to preside as the chair.

Alternate chair of general meeting

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

Quorum required

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

Quorum for general meetings

- 3.7** The quorum for the transaction of business at a general meeting is 50% + 1 of voting members of the Board.

Lack of quorum at commencement of meeting

- 3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present, for a meeting that is convened on the requisition of members, the meeting is terminated.

If quorum ceases to be present

- 3.9** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by Chairperson

3.10 The Chairperson of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

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

- (a) elect an individual to be the Chairperson, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

3.13 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, 2 or more voting

members request a secret ballot or a secret ballot is directed by the Chairperson of the meeting, voting must be by a secret ballot.

Announcement of result

- 3.14** The Chairperson of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

- 3.15** Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

- 3.16** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.
- 3.17** Voting by email is permitted when the vote pertains to time-sensitive matters, when voting in person is not possible. Further, the email vote must be ratified at the first in-person meeting following the email vote.

PART 4 – DIRECTORS

Number of directors on Board

- 4.1** The Society must have no fewer than 6 voting directors and no more than 12 voting directors.

Term of the director appointment

- 4.2** The term for the voting director appointment is 3 years.

Election or appointment of directors

- 4.3** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill vacancy on Board

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

Term of appointment of director filling vacancy

- 4.4** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy. The director filling the vacancy may apply to the Board of Directors to fulfill another term following completion of their current term.

PART 5 – DIRECTORS’ MEETINGS

Calling directors’ meeting

- 5.1** A directors’ meeting is called by the Chairperson.

Notice of directors’ meeting

- 5.2** At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 5.3** The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors’ meetings

- 5.4** The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

- 5.5** The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

- 6.1** Directors must be elected or appointed to the following Board positions, and a director, other than the Chairperson, may hold more than one position:
- (a) Chairperson;
 - (b) Vice-Chairperson;
 - (c) Treasurer;
 - (d) Past Chairperson.

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Directors at large

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

Role of chair

- 6.3** The Chairperson of the Board is responsible for supervising the other directors in the execution of their duties.

Role of Vice-Chairperson

- 6.4** The Vice-Chairperson of the Board is responsible for carrying out the duties of the Chairperson if the Chairperson is unable to act.

Role of Treasurer

- 6.5** The Treasurer is responsible for doing, or making the necessary arrangements for the following:
- (a) signor for financial transactions
 - (b) is responsible to chair meeting in absence of Chairperson or Vice-Chairperson.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

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

Signing authority

- 7.2** A contract or other record to be signed by the Society must be signed on behalf of the Society
- (a) by the Chairperson, together with the Economic Development Manager,
 - (b) if the Chairperson is unable to provide a signature, by the Vice-Chairperson together with Economic Development Manager,

- (c) if the Chairperson and Vice-Chairperson are both unable to provide signatures, by the Treasurer and the Economic Development Manager,
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.