

BYLAWS OF
HARBOUR CITY PHOTOGRAPHY CLUB

Part I. Interpretation

1. In these Bylaws, unless the context otherwise requires:
 - (a) “Directors” means the directors of the Society for the time being;
 - (b) “Act” means the *Societies Act* of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) “club meeting” means a meeting of or for the Members of the Society other than a general meeting of the Members;
 - (d) “Registered Address” of a member means the address of the member as recorded in the Register of Members;
 - (e) “Society” means the Harbour City Photography Club incorporated under the Act and referred to above.
2. The definitions in the Act on the date these Bylaws become effective apply to these Bylaws.
3. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part II. Membership

4. The Members of the Society are those persons who were members of the Society on the adoption of these Bylaws, and those persons who subsequently have made application for and been accepted by the Directors as members in accordance with these Bylaws and, in either case, have not ceased to be members. The classes of membership shall be:
 - (a) Individual - Description, Rights & Obligations as set out in Bylaw 5 (a - g).
 - (b) Family - Each Member of the "Family" must apply for membership as an individual.

Family is considered to be multiple individuals who co-exist at the same address.

Family classification engenders a reduced membership fee.

- (c) Student - Students must apply for membership as an individual.
Students must produce a valid Student ID Card from their place of learning.
Student classification engenders a reduced membership fee.

A corporation, society, associations or body corporate shall apply for membership as an individual.

- 5. To be eligible to become a Member of the Society, a person must:
 - (a) If a natural person, be of the age of majority or at least 19 years, whichever is the greater, where the person is normally resident, provided that the Directors may in their discretion waive the restriction as to age;
 - (b) If a corporation, society, association or body corporate, be in good standing in accordance with the laws of its jurisdiction;
 - (c) Pay an annual membership fee as set at the Annual General Meeting of the Society from time to time;
 - (d) Abide by and uphold the Constitution and Bylaws of the Society;
 - (e) Not be a member of any other society, corporation, partnership, or association with purposes that conflict with the Constitution of this Society;
 - (f) Not do anything that brings the Society into disrepute; and,
 - (g) Complete an application for membership.

- 6. The application for membership of each person shall be approved by the Directors, and the Directors shall not be bound to grant membership to every applicant that may apply but may in their discretion deny the application for cause. If an applicant is denied membership, the person may appeal the decision of the Directors by delivering written notice to the Secretary of the Society within 30 days of the receipt by the person of the decision of the Directors. The appeal shall be considered by the members of the Society at a general meeting to be held within 90 days of receipt by the Secretary of the notice from the person requesting an appeal.

7. The Directors may in their discretion grant Honourary Membership to such individuals, corporations, bodies corporate or associations as the Directors may decide but a Honourary Member shall not have the right to vote at any meetings of the Society.
8. A member may with prior consent of the Directors attend a meeting of the Directors but has no right to speak or vote at the meeting.
9. A person shall cease to be a member of the Society:
 - (a) By delivering a resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
 - (b) On death;
 - (c) On being expelled; or
 - (d) On having been a member not in good standing for 12 consecutive months.
10. All members are in good standing except:
 - (a) A member who has failed to pay the current annual membership fee; or,
 - (b) A member who ceases to meet the qualifications for membership as set out in these Bylaws.
11. A member may be expelled in the following manner:
 - (a) Upon a complaint made to the Secretary by a member of the Society that a member is no longer eligible for membership or has done or engaged in an act that brings or is likely to bring the Society into disrepute, the President shall call a meeting of the Directors.
 - (b) Notice of the meeting will be given to the member subject of the complaint and to the member making the complaint.
 - (c) The notice of meeting shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (d) The member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the meeting, and may present witnesses who shall be heard, before a resolution is put to a vote of the Directors.
 - (e) By a resolution of a majority of the Directors present at the meeting, the Directors may determine to:

- (1) suspend the member for a period of time not exceeding 1 year;
 - (2) expel the member; or,
 - (3) dismiss the complaint.
- (f) A member who is expelled is not eligible for membership in the Society for a period of up to 5 years year from the date of expulsion as set by the Directors.
- (g) A member who is expelled may appeal by giving written notice to the Secretary of the Society within 30 days of the receipt by the expelled member of the decision of the Directors. The appeal shall be considered by the members of the Society at a general meeting to be held within 90 days of receipt by the Secretary of the notice of appeal.

Part III. Meetings of Members

12. General meetings of the Society shall be held at the time and place, in accordance with the Act, that the Directors decide.
13. Every general meeting, other than an Annual General Meeting, is an extraordinary general meeting.
14. Notice of a general meeting shall specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.
15. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
16. An Annual General Meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.

Part IV. Proceedings at General Meetings

17.
 - (a) In this section, "**requisitionists**" means the voting members who requisition a general meeting of the Society under subsection (b).

- (b) The Directors of a Society, on the requisition of 10% or more of the voting members of the Society must convene a general meeting of the society without delay.
- (c) The requisition may consist of several documents in similar form each signed by one or more requisitionists and must:
 - (1) state the purpose of the general meeting in 200 words or less,
 - (2) be signed by the requisitionists and contain their printed names,
 - (3) be delivered or sent by registered mail to the address of the society, and
 - (4) be sent to each of the registered individual Directors.
- (d) If, within 21 days after the date of the delivery of the requisition, the directors do not convene a general meeting, the requisitionists, or a majority of them, may themselves convene a general meeting to be held within 4 months after the date of the delivery of the requisition.
- (e) A general meeting convened by the requisitionists must be convened in the same manner, as nearly as possible, as general meetings are convened by the directors.
- (f) For the purposes of this Bylaw a voting member is defined in Bylaw 29 (a).

18. Special business is:

- (a) All business at an extraordinary general meeting except the adoption of rules of order; and
- (b) All business transacted at an Annual General Meeting, except:
 - (1) the adoption of rules of order;
 - (2) the consideration of the financial statements;
 - (3) the report of the directors;
 - (4) the report of the auditor, if any;
 - (5) the election of directors;
 - (6) the appointment of the auditor, if required; and
 - (7) the other business that, under these bylaws, ought to be transacted at an Annual General Meeting or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

19. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business.
20. A quorum is 20% of the members (to the nearest whole number) in good standing present in person.
21. If within 30 minutes after the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time at a place decided upon by the Directors and notified to members. If at the adjourned meeting a quorum is not present within 30 minutes after the appointed time of the meeting, the members present shall be a quorum.
22. Subject to these bylaws, the President of the Society, the Vice President or in the absence of both, one of the other directors present, shall preside as Chairman of a general meeting.
23. If at a general meeting:
 - (a) there is no President, Vice President or other director present within 15 minutes after the time appointed for holding the meeting; or,
 - (b) the President and all the other directors present are unwilling to act as Chairman the members present shall choose one of their number to be Chairman.
24.
 - (a) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. An adjourned meeting shall be held no later than 60 days following the meeting that is adjourned.
 - (c) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
25. At any general, annual or extraordinary meeting, voting is by a show of hands unless a poll is (before or as a result of the show of hands) demanded by at least 1/3 of the members

present and unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority, or lost, and entry to that effect in the book of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

26. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs.
27. If a poll is demanded it shall be taken in such manner as the Chairman directs and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
28. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is so demanded, shall be entitled to a casting vote being the only vote the Chairman shall cast.
29.
 - (a) At every meeting of the members, every member in good standing for 2 months as of the date of the meeting and present in person shall have one vote.
 - (b) Voting is by a show of hands unless a poll is demanded.
 - (c) Voting by proxy is not permitted.
 - (d) Notwithstanding Bylaw 25, Special Resolutions require a 66.66% vote to pass, whereas Ordinary Resolutions require a majority vote.

Part V. Directors and Officers

30. The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to:
 - (a) All laws affecting the Society;
 - (b) These Bylaws; and

- (c) Rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting.
31. The Directors shall have full control of the management, maintenance, operation and care of all property, both real and personal, of the Society.
32. No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
33. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
34. (a) The Directors of the Society shall be the:
- (1) President;
 - (2) Vice President;
 - (3) Secretary; and,
 - (4) Treasurer;
- and one or more other persons for such other offices as established from time to time by the Directors.
- (b) The number of directors shall be a minimum of 4 or such greater number as determined from time to time by the members at a general meeting. As of the date of adoption of these Bylaws, the number of Directors is determined to be 9.
- (c) An individual may not serve as a Director for more than 2 consecutive years in the same office or position.
35. To be eligible to be a Director, a person, in addition to the qualifications for membership, must:
- (a) Not have been found guilty of misappropriation of funds of any society, corporation or association during the preceding five (5) years;
 - (b) Not be party to a contract with the Society at the time of election as a director; and,
 - (c) Be a natural person.

36. An individual shall not be entitled to nor receive remuneration for serving as a director of the Society, but may be reimbursed for reasonable expenses incurred provided the same are approved by the Directors.
37. A Director who is absent from three consecutive meetings without providing written reason for the absence acceptable to the President, shall cease to a director.
38. The members may by special resolution remove a Director before the expiration of the term of office, and may elect a successor to complete the term of office.
39. A Director guilty of any misfeasance or indictable offence may be removed from office at any time by the Directors.
40. The Directors may at any time and from time to time appoint a member as a director to fill a vacancy in the Directors. A Director so appointed shall resign at the next Annual General Meeting of the Society.
41.
 - (a) The Directors whose term expires at the Annual General Meeting shall retire from office when their successors shall be elected.
 - (b) An election may be by acclamation; otherwise it shall be by ballot.

Part VI. Proceedings of Directors

42. The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
43. The quorum for a meeting of the Directors shall be a majority of the Directors
44. The President shall be the Chairman of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice President shall act as Chairman; but if neither is present the Directors present may choose one of their number to be Chairman at that meeting.
45. Any two Directors may at any time, and the Secretary, on the request of two Directors, shall, convene a meeting of the Directors.

46. (a) The Directors may delegate any, but not all, of their powers to committees consisting of a Director or Directors and such other individuals as they think fit.
- (b) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
47. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the members of the committee present shall choose one of their number to be chairman of the meeting.
48. A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of directors.

Part VII. Powers and Duties of the Officers

49. The President shall:
- (a) Preside at all meetings of the Society and of the Directors.
- (b) Sign notes, drafts or bills of exchange, duly drawn by the Treasurer.
- (c) Call meetings of the Society as approved by the Directors.
- (d) Call meetings of any committee(s) from time to time as required.
50. The President may authorize an expenditure not exceeding \$300.00. In case of an emergency, the President may authorize an expenditure of \$1,000.00. All other expenditures must first be approved by the Directors in whole, and ratified by members at the next regular meeting of the Club.
51. The Vice President shall:
- (a) In the absence of the President, carry out the duties of the President;
- (b) In the case of vacancy in the office of the President, be the President until a President is properly elected.
52. The Secretary shall:

- (a) Issue notices of meetings as required and with the consent of the President;
- (b) Record minutes of all meetings of the Society and directors;
- (c) Attend to the correspondence of the Society;
- (d) Have custody of the books and records of the Society;
- (e) Maintain the register of members; and,
- (f) Attend to filing of all reports and returns of the Society.

53. The Treasurer shall:

- (a) Have charge of and keep the accounts of the Society;
- (b) Promptly and regularly deposit in the bank accounts of the Society such monies as may be received;
- (c) Keep all proper records of money received and disbursed and of all debts of the Society;
- (d) Report to the Directors of the Society or to the Society as and when required;
- (e) Prepare a year-end financial statements and report within 120 days of the year-end of the Society.

54. The Treasurer shall not disburse or pay in cash an amount over \$100.00 and all payments in excess of \$100.00 shall be made by cheque only.

Part VIII. Borrowing and Mortgages

55. The Directors shall have no power to convey, mortgage or in any way charge the property of the Society without a resolution of the Society authorizing the same.

56. For the purpose of carrying out the objects of the Society, the Directors may borrow or raise or secure the payment of money provided the same is first authorized by a special resolution of the Society.

Part IX. Notice to Members

57. A notice may be given to a member, either personally or by mail to the member at the registered address of the member, or by e-mail to the e-mail address provided by the member in the member's application for membership for the sending of notices.
58. A notice sent by mail shall be deemed to have been given on the second day following the day on which the notice is posted and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by e-mail to a member to the e-mail address provided by that member is deemed to be received by the person to whom it was e-mailed on the day it was e-mailed.
59. (a) Notice of a general meeting shall be given to:
- (1) every member shown on the register of members; and,
 - (2) the Auditor, if any, of the Society.
- (b) No other person is entitled to receive a notice of general meeting.

Part X. Society Seal

60. The Directors may provide for a common seal for the Society and may destroy a seal and substitute a new seal in its place.
61. Unless otherwise provided in a resolution of the Directors, the common seal shall be affixed only in the presence of either:
- (a) Two Directors of the Society and the Secretary or;
 - (b) The Secretary and the President
- and such officers shall sign every instrument to which the seal of the Society is so affixed in their presence.
62. The seal of the Society shall be kept in the custody of the President.

Part XI. Bylaws

63. A copy of the Constitution and Bylaws shall be provided to every member as follows:

- (a) An electronic copy shall be provided without charge if not posted on the Society website; or,
 - (b) A paper copy shall be provided on payment of \$2.00
64. The Bylaws shall not be added to or altered except by special resolution.

Part XII. Miscellaneous

65. All income and property of the Society shall be applied solely towards the promotion of its objects.
66. No member may incur a debt or obligation on behalf of the Society without the prior approval of the Directors.
67. No member is entitled to be reimbursed for any expenses incurred on behalf of the Society unless the same was first authorized by the Directors.
68. No member or Director or other officer shall use his office or the property of the Society for personal advantage.
69. No director or member shall use any property of the Society without the prior written consent of the Directors.
70. The Directors may from time to time:
- (a) establish rules and procedures, and may amend or alter the same, for all Society functions, club meetings, events or activities, and when so established shall be adhered to by all members, and failure to do so may be grounds for expulsion.
 - (b) establish dates and times, and change the same, for club meetings.
 - (c) Establish one or more committees and set the terms of reference, procedures and other requirements for any such committee.
71. This organization shall not distribute any gain, profit or dividend or otherwise dispose of its assets, without receiving full and valuable consideration, to any member or members of the society.
72. Upon winding up or dissolution of this organization, any cash or bank balance shall be donated to a non-profit organization, which would be agreed upon by a simple majority of

remaining members. Any physical assets shall be offered for sale to members in good standing at rates approximating their fair market value, with the proceeds being donated as specified above. Any remaining physical assets may be donated to another club with the same purpose as the Harbour City Photography Club. Any assets not disposed of in this manner shall be donated to a non-profit organization.

End of Bylaws.