

Kelowna & District Fish & Game Club

BYLAWS

March 19, 2024

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1. Definitions

In the following bylaws, unless the context otherwise requires:

- 1.1. "KDFGC" refers to the Kelowna & District Fish & Game Club, otherwise referred to as the "Club".
- 1.2. "AGM" means the annual general meeting of the Members.
- 1.3. "Director" means a Director of the KDFGC otherwise referred to as a Board Member.
- 1.4. "Board" refers to the Directors as a whole.
- 1.5. "Societies Act" means the Societies Act of the Province of British Columbia.
- 1.6. "Director Term" means the time between when the Director is elected and/or appointed and the end of that Director's term.
- 1.7. "Officer" shall include but not be limited to President, Vice-President(s), Secretary and Treasurer.
- 1.8. "Special Resolution" shall mean a resolution passed by a majority of not less than two-thirds (2/3) of such Members entitled to vote who are present in person at an Annual General Meeting (AGM) or a Special General Meeting of which notice specifying the intention to propose the resolution as a Special Resolution has been given.
- 1.9. "Special General Meeting" shall mean a meeting called by way of a requisition in writing signed by not less than five percent (5%) of voting Members received by the Board. There must be a specific agenda item for which this meeting is being called. A Special General Meeting is also called in the event there is a Special Resolution proposed outside of the AGM.
- 1.10. "A member in good standing" shall mean a Member who is not in arrears with their membership fees or any assessment, payments or debts due from the Member to the Club and is not subject to any discipline/suspension by the Board.
- 1.11. "Committee" means a group brought together by the Board for specific purposes and at the Board's discretion.

The definitions in the Societies Act on the date these bylaws become effective apply to these bylaws. Words referring to the singular include the plural and vice versa; and words referring to a person include a corporation.

2. Membership

- 2.1. Membership of the Club is open to all persons interested in furthering the purposes of the Club and participating in its activities.
- 2.2. If the Board determines that the applicant is not a proper person to be admitted to membership, they may refuse the application and shall return the membership fee paid.
- 2.3. Memberships are non-transferable and non-refundable.
- 2.4. Membership shall include but not be limited to:
 - 2.4.1. Regular: An individual eighteen (18) years of age or over. Regular Members are eligible to hold office and vote.
 - 2.4.2. Junior: A person up to and including seventeen (17) years of age. A Junior Member must have the consent of a parent or guardian, does not have voting privileges, and may not hold office.
 - 2.4.3. Life Member: An individual eighteen (18) years of age or over. Life Members are eligible to hold office and vote. The Directors may, from time to time, consider issuing Life Membership(s) for a specific purpose, for a fee to be determined at that time.

- 2.5. Membership privileges, terms, dues and fees shall be established by the Board and approved by the Board at a Regular Board Meeting. This information shall be provided to the general membership upon acceptance.
- 2.6. Dues and fees shall be payable in advance.
- 2.7. If anyone fails to pay their membership dues and fees on or before their due date, the Board shall remove their name from the list of Members of the Club and they will cease to be a Member.
- 2.8. Any Member who has withdrawn from membership or whose name has been removed from the list of Members must reapply for membership, pay all outstanding indebtedness, and comply with all Club membership application procedures.
- 2.9. Individuals subject to firearm and/or weapon suspensions, revocations and prohibitions are not permitted on Club ranges.
- 2.10. All new Members must sign a declaration acknowledging they have read and understood the Club constitution, bylaws, and new Member documents as determined by the Board.
- 2.11. Voting privileges will be extended to new Members following three months of valid membership.
- 2.12. Commercial Users are not Club Members. Their access to the property is dependent on their employment with an organization that the Club has a commercial contract with.

3. Members Complaints, Investigation and Discipline

- 3.1. The Board shall have the power to discipline any Member, including Directors, for conduct that is detrimental to the character or interests of the Club. Disciplinary measures may include suspension, termination, or other sanctions. The Board at its discretion may impose other sanctions including but not limited to, terms of probation and restricted usage of facilities.
- 3.2. Members who have had their membership terminated or suspended may not enter the Club's property, except with prior approval.
- 3.3. The Board shall have the power to prohibit any non-member from entering or using the Club's facilities, for conduct that is detrimental to the character or interests of the Club.

4. Meetings

- 4.1. General Information
 - 4.1.1. The President or failing them, a Vice-President shall act as Chairperson of Regular Board Meetings, AGMs and Special General Meetings of the Club. In the absence of both, the Directors in attendance shall elect a chairperson from among the Directors present.
 - 4.1.2. At all meetings of the Club, all questions, except for those matters requiring the sanction of a Special Resolution, shall be decided by a majority of votes. Voting on all questions other than the election of the Board shall be by a show of hands unless a poll is demanded.
 - 4.1.3. The President or appointed Chair has the right to actively participate in meeting discussions and vote.
 - 4.1.4. The Club shall utilize Roberts Rules of Order as a guideline in conducting all AGMs, Special General Meetings, and regular Board meetings.
 - 4.1.5. The Board may delegate any of their powers to Committees consisting of such Members of their body or of the Club as they think fit; all Committees will conform to KDFGC regulations enacted by the Board.

- 4.1.6. Notice of AGM or Special General Meetings of the Club must be provided to all Members in good standing at least ten (10) days prior to the proposed meeting. Notice shall also be given on the Club's website. The accidental omission to give notice of these meetings, or non-receipt of a notice, by any of the Members entitled to receive notice does not invalidate proceedings at that meeting.
- 4.1.7. The notice of a 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.
- 4.1.8. Voting by proxy is not permitted at an AGM or Special General Meeting.
- 4.2. AGMs
 - 4.2.1. An AGM shall be held in each year on such day, and at such hour as the Board may determine, as required by the Societies Act.
 - 4.2.2. Only voting members in good standing can attend.
 - 4.2.3. No AGM shall be held unless a quorum of Members is present. A quorum shall be not less than twenty-five (25) Members in good standing, present in person.
 - 4.2.3.1.1. If no quorum is achieved within 30 minutes from the time set for holding an AGM, the meeting stands adjourned to the same day in the next week, at the same time and place, and if at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting Members who are present constitute a quorum for that meeting.
 - 4.2.3.1.2. It is not necessary to give notice of a continuation of an adjourned AGM or of the business to be transacted at a continuation of an adjourned meeting except that when a meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.
 - 4.2.3.1.3. If at any time during a 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.
 - 4.2.4. At an AGM, the following business is ordinary business:
 - 4.2.4.1.1. Consideration of any financial statements of the Club presenting to the meeting;
 - 4.2.4.1.2. Consideration of the reports, if any, of the Directors;
 - 4.2.4.1.3. Election or appointment of Directors; and
 - 4.2.4.1.4. Appointment of an auditor, if any, or waiver of the appointment of an auditor.
- 4.3. Special General Meetings
 - 4.3.1. The Board may at any time call a Special General Meeting.
 - 4.3.2. The Board shall call a Special General Meeting on such requisition in writing signed by not less than five percent (5%) of Members, giving at least ten (10) days' notice thereof and of the purpose for which it is called. No other business shall be considered at this meeting. The number from which the five percent (5%) of membership is calculated will be based on the number of active Members on the date of receipt of the request.
 - 4.3.3. No Special General Meeting shall be held unless a quorum of Members is present. A quorum shall be not less than twenty-five (25) Members in good

standing, present in person. If the Special General Meeting is called by the Board pursuant to 4.3.1 and there is a lack of quorum, the procedure to continue the meeting in 4.2.3 apply. If the Special General Meeting is one convened on the requisition of Members pursuant to 4.3.2 and no quorum is present, the meeting is terminated.

4.4. Regular Board Meetings

- 4.4.1. The Board shall hold regular Board meetings at least quarterly.
- 4.4.2. Fifty percent (50%) of the total Board Members shall constitute a quorum at any Regular Board Meeting of the Directors.
- 4.4.3. A Member may attend a regular Board meeting with prior approval from the Board. The Member must be introduced at the start of the meeting. The Member must be excused from the meeting during discussions pertaining to financial matters and in-camera topics.

5. Organization

- 5.1. The Club shall be managed by a Board of Directors which shall consist of no more than fifteen (15) Members elected as Directors at the AGM. The Board will hold office until the following AGM when all or any of them may be re-elected.
- 5.2. All Club policies, rules, orders, and fees shall be approved by the Board of Directors.
- 5.3. The term of a Director shall be for a one (1) to two (2) year period. In order to continue to hold any elected position, a Director must remain in good standing for the duration of their term. In the interest of continuity of the Board, the Board Secretary shall manage the Director Terms to ensure a balance between one and two-year terms.
- 5.4. Any vacancy occurring on the Board may be filled from the membership at large. The appointee shall only act until the next AGM when they shall be eligible for re-election.
- 5.5. The Board may, from time to time, appoint one or more additional Directors between AGMs on the basis of identified need, however the number of additional Directors appointed under this Bylaw must not at any time exceed one-third (1/3) of the number of current Directors who were elected or appointed as Directors at the last AGM.
- 5.6. A meeting of the Board shall be called by the Secretary within fourteen (14) days of the AGM. At this meeting the Board shall appoint the following Officers, who are responsible to the Board, with their term of office being for up to two years; President, Vice-President, Second Vice-President, Treasurer, and Secretary.
- 5.7. Directors may serve a maximum of eight (8) consecutive years on the Board. Directors who achieve 8 years of service must take one year off before being eligible to rejoin as a Board Member.
- 5.8. At any one time, only two (2) Officers may be appointed Directors.
- 5.9. Officers shall be entitled to hold office until their successors are appointed.
- 5.10. Any Director who is absent from three (3) consecutive Regular Board Meetings or does not attend two-thirds (2/3) of Regular Board Meetings per year, will be removed as a Director at the discretion of the Board.
- 5.11. Any Director or Officer may, by letter addressed to the Board, resign their office.
- 5.12. Subject to the provisions of the Societies Act, the bylaws and any resolution of the Club, the Board has the full power to conduct the business and management of the Club which shall include the power to:
 - 5.12.1. Subscribe to become a Member of and co-operate with any other Association or Society whose objects are in whole or in part similar to those of the Club.

6. Election of Directors

- 6.1. The Board shall appoint a Nominating Committee of up to five (5) Members. The duties of the Nominating Committee shall be to nominate Members of the Club to be Directors of the Board. Director nominees should have interest in all the constitution stated purposes of the club and provide the board with skills in governance, administration and operation.
- 6.2. Director nominees must have been a member in good standing for a minimum of one (1) year.
- 6.3. Nominations will be received throughout the year. Nominations will be closed thirty (30) days in advance of the AGM.
- 6.4. The Nominating Committee will present a list of nominees to the membership in the AGM package.
- 6.5. Nominations will not be received from the floor at the AGM.
- 6.6. Directors shall be elected at the AGM.

7. Minutes and Records

- 7.1. The Board shall keep records and minutes as follows:
 - 7.1.1. Minutes shall be kept for all regular Board meetings, Special General Meetings and the AGM.
 - 7.1.2. Records of the names, addresses and contact information of all Members.
- 7.2. Upon written request, with a minimum of ten (10) days notice, the Club Meeting minutes shall be made available to any Member in good standing for in-person review.
- 7.3. In-camera meeting minutes will not be made available to the general membership.

8. Borrowing Powers and Land Sales

- 8.1. The Club may borrow, raise, or secure the payment of money in such manner as the Board shall approve, provided that no money shall be borrowed without the sanction of a Special Resolution of the Club.
- 8.2. The Club may raise any sum of money required for special objects or purposes by assessing the Members provided that the amount of the assessment and the object or purpose for which it is to be raised be first approved by Special Resolution.
- 8.3. The real property belonging to the Club shall in no case be sold, assigned, encumbered, or in any way disposed of without the sanction of a Special Resolution of the Club.

9. Financial Records

- 9.1. For the purpose of the year-end statement, the books of the Club shall close on December 31st.
- 9.2. All day-to-day operational expenses incurred by the Club shall conform to the annual budget. Expenses not covered in the annual budget must be presented to and approved by the Board before they are incurred.
- 9.3. The Board, at its discretion, may appoint a committee or outside accounting firm to review the financial records of the Club and provide a report to the members relating to those records, but in no way shall such a report be considered an audit report unless the Board has specifically engaged an auditor to provide such a report.
- 9.4. Servants and Officers of the Club shall receive such remuneration (if any) for their services as may from time to time be decided by the Board.

10. No Personal Gain

- 10.1. The Club shall be carried on without purpose of personal financial gain for any of its members and any income or other accretions to the Club shall be used for promoting its objectives.
- 10.2. From time to time, with the Board’s review and approval, members may be contracted or be paid hourly to perform duties and/or services for the club.

11. Dissolution

- 11.1. In the event of winding up or dissolution of the Kelowna & District Fish & Game Club, funds and assets of the KDFGC remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations concerned with the social problems, or pursuing the same purpose as the KDFGC as may be determined by the members of the KDFGC. If effect cannot be given to the aforesaid provision, then such funds shall be given or transferred to some other organization, provided, however that such organizations referred to in this paragraph shall be registered charities or society recognized by Revenue Canada Taxation as being qualified as such under the provisions of the Income Tax Act of Canada. (This provision is unalterable)

12. Revisions

March 19, 1947	Honorary Life Memberships
January 18, 1950	Membership Life Membership Par. 10 Notice of Meetings Par. 16 Committee 14 Members Par. 17 Call meeting after AGM
March 6, 1956	Par. 14a Nominating Committee Par. 16 Committee to 24 members Par. 17 Call meeting after AGM
March 9, 1960	Name Change
March 20, 1961	Borrowing resolution
March 31, 1964	Par. 13 Show of hands except Extraordinary Resolution
October 30, 1991	Highway Reserve Agreement with City of Kelowna
May 17, 2000	Special Resolution for Gaming
2016	Revised and updated Constitution
March 19, 2024	Rewrite, simplification and standardization