

***Keremeos-Cawston
Sportsmen Association***

Constitution

Amended Dec 13 2012

1. The name of the society is “Keremeos-Cawston Sportsmen Association”.
2. The objects of the society are:
 - A) To bring together those persons who are interested in the conservation of our fish and wildlife: primarily but not exclusively from the Lower Similkameen Valley. **Amended Dec. 2009**
 - B) To Provide a recreational sport shooting and archery facility:
3. To provide the resources and necessary education to promote, protect, and preserve hunting, the shooting sports and any relevant outdoor recreational activities.
4. The operations of the society will be carried on chiefly in the Lower Similkameen Valley (Keremeos-Cawston), in the province of British Columbia.
5. The society shall be carried on without purpose of gain for its members and any profits or other accretions to the society shall be used for promoting its objects.
6. In the event that the association should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a recognized charitable organization in the province or elsewhere in Canada as directed by the members.
7. The “Keremeos-Cawston Sportsmen Association” guarantees that the facility will be available to any person or persons who wish to use it in accordance with the purpose of the facility.
8. Clauses 4,5,and 6 are unalterable in accordance with Section 17 of the Societies Act.

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Bylaws

Article 1-Membership

Terms under which a person may be admitted to the society;

1. Any person interested in the objectives of the society may apply for membership in the society as an individual, junior or family member.
2. There shall be the following classes of membership:
 - A)> Individual Membership
 - B)>Junior Membership
 - C)>Family Membership
 - D)>Senior Membership (shall include spouse)
 - E)>Lifetime Membership
 - F)>Honorary Membership
 - A) Any individual of or over the age of 18
 - B) Any individual under the age of 18
 - C) Parent(s) and or legal guardians and their sons and or daughters and or legal wards under the age of 18 (immediate family)
 - D) Any individual of or over the age of 65
 - E) Life Membership shall be a current member in good standing, recommended by the Board of Directors, to all those who served 25 years and are 60 years old or more, or have reached the age of 65, and have served 5 years or more. There will be no membership fee. Life Members will have all the same rights as a member in good standing.
 - F) Honorary Membership shall be recommended by the Board of Directors and approved by the membership to a member, past or present, for special or outstanding service to the Association and shall be recognized with a plaque at the Annual Game Banquet or the Annual General Meeting of the Association. Honorary Members may attend

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meetings and functions of the society but will have no voting powers (unless a current member in good standing).

3. The Board of Directors has discretion to accept or reject an application for Membership in the society, provided that before membership is accepted, the Applicant must pay to the society the membership fee, if any. The exercise of the said discretion is subject to review by the members at a meeting of the members of the society.
4. The membership fee for each class of members, if any, shall be determined by the Board of Directors and is subject to review by the members at a meeting of the members of the society.
5. Membership fees shall be due on or before the January Meeting and shall be for the calendar year.
 - A) All members are in good standing, except a member who has failed to pay their current annual membership fee or any other subscription or debt due (within 30 days of notification) and owing by them to the society and they are not in good standing so long as the debt remains.

Rights of Members:

6. The subscribers to this Constitution and these Bylaws shall have the same rights as any other member (with exception of 5.A)
 - A) All members under the age of (14) fourteen will be exempt from having voting rights.

Duties of Members:

7. The subscribers to this Constitution and these Bylaws shall have the same duties as any other member.

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8. It is the duty of each member, in order to remain in good standing in the society, to comply with the Bylaws of the society.

Article II- Termination of Membership

Conditions under which membership in the society ceases:

1. Any Member who desires to withdraw from membership in the society may notify the Board of Directors in writing to that effect and on receipt by the Board of Directors of such notice, the member shall cease to be a member.
2.
 - A) A member shall become a member “not in good standing” if he or she or they fail to pay the annual membership fee, if any, within (30) thirty days after being notified.
 - B) A member shall cease to be a member, on having been a member not in good standing for 12 consecutive months.
 - C) Any member convicted of an offense under the Wildlife Act may be dismissed as a club member for a period of time as directed by the Board of Directors . **Amended April 26,2001**
3.
 - A) A member may be expelled by a special resolution of the members passed at a general meeting called for that purpose.
 - B) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - C) The person (or their delegate) who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote. Such

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person shall be given (10) ten days notice in writing of such meeting and the purpose of such meeting.

4. Any member who has withdrawn from membership pursuant to By-law 1 above, or who has ceased to be a member pursuant to By-law 2 (a) above, may rejoin the society upon payment of current membership dues and upon payment of all past indebtedness (if any) to the Society, and further upon approval by the Board of Directors of the Society.

Article III- Meetings of Membership

Month of Annual General Meeting:

- 1) The annual general meeting shall be held during the month of December in each year at a place within the province and on a day to be fixed by the Board of Directors.

Notice for General and Special Meetings:

- 2) General Meetings shall be the last Thursday in each month excluding Holidays or summer recess, and every notice of a general or special meeting of the society shall state the nature of the business of the meeting, and such notice shall be given (7) seven days before such general or special meeting.

The manner in which notice is to be given:

- 3) Notice of any annual, general or special meeting shall be deemed to be given to every member if mailed, emailed or handed to every member, and in addition, notice shall be deemed to be given to every member if a notice of the annual, general or special meeting is advertised in any newspaper circulation in Keremeos-Cawston.

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- A) 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.
- 4) The Board of Directors, or any two members of the Board of Directors, or ten percent of the membership, but in no case less than two members of the society may call a special meeting of the society for any purpose.
- 5) Any person calling a meeting of the membership of the society pursuant to Article III, Clause 4, shall be responsible for the administration and preparation of the meeting.
- 6) The rules of procedure at an annual, general, or special meeting shall be determined by the Board of Directors, or if any member objects, the “Robert’s Rules of Order” shall apply.

Quorum for General and Special Meetings:

- 7) A quorum for the transaction of business at an annual, general or special meeting of the society shall be (10%) ten percent of the membership and shall include (3) three members of the Board of Directors or more as they appear on the membership rolls.
 - A) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

Voting rights of members:

- 8) All members in good standing can vote at any meeting of the members of the society.
 - A) See 6(A) Rights of Members

Article IV- Directors and Officers

- 1) The Officers and Directors will make up the “Board of Directors” of the Society.**

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Directors:

- 1) The First directors of the society shall be the subscribers to this Constitution and these Bylaws. These Directors shall all retire at the first annual meeting. Thereafter, the number of Directors shall be determined at the first annual meeting, but in no event shall the number of positions on the Board of Directors be less than (4) four in number.

Appointment of Directors:

The Directors of the society shall be elected by the members of the society at the annual general meeting and shall hold office for the period of two (2) years with the term of the Directors being staggered so that half of their number shall be elected in alternate years at the annual general meeting. The immediate past president shall automatically become a director and chairman of the Board of Directors.

- 2) In the event the Past President position becomes vacant, the executive will request the next eligible Past President to assume the position, back to a maximum of twenty years.
- 3) Any vacancy in the Directors may be filled by an appointment by the Board of Directors .Meetings of the may be called by the President, two or more members of the Board of Directors, or by two or more members.

Duties and Powers of the Board of Directors

- 4) The management and the administration of the affairs of the society shall be vested in the Board of Directors. In addition to the powers and authority given by the Bylaws or otherwise expressly confirmed upon them, the Board of Directors may exercise all such powers of the society and do all

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such acts on its behalf as are not by the society at a general meeting and the Board of Directors shall have full power to make such rules and regulations as they deem necessary, provided that such rules and regulations are not inconsistent with the Constitution of the society and these Bylaws.

Directors Meetings:

- 5) The Board of Directors shall determine their own procedure
- A) A quorum shall be (50%) fifty percent plus one of the Board of Directors
- 6) A resolution in writing signed by all the Board of Directors personally shall be valid and effectual as if it has been passed at a meeting of the Board of Directors duly called and constituted.
- 7) No Board of Director member shall receive remuneration from the society for his or her duties as Board of Directors member, but a Board of Directors member shall be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the society and approved by the majority of the members of the society.
- 8) Directors shall cease to hold office upon their ceasing to be a member of the society or after missing (3) three consecutive meetings without just cause and a new Director shall be elected if the Board of Directors so recommends.
- 9) Five (5%) percent of the members, but in no case less than (2) two members can require the Board of Directors to call a special meeting of the members of the society for the purpose of removing any member of the Board of Directors and/or substituting a new member in that position.

Officers of the society:

- 10) The officers of the society shall consist of the President, the Vice-president, Secretary-Treasurer, plus such other officers as may be determined at a meeting of the members of the society.

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Election of Officers:

- 11) The Officers of the society shall be elected by the members from the membership at the annual general meeting and shall hold office for the period of (2) two years, and that the term of the Officers being staggered so that half of their number shall be elected in alternate years. That no member shall hold the same office for more than (2) two consecutive terms. **Amended December 20, 2001**

Duties and Powers of Officers:

- 12) The Secretary shall keep the records of the society, attend to the correspondence and shall perform such duties as may be delegated by the Board of Directors.
- 13) The Secretary-Treasurer or Treasurer shall be custodian of the funds of the society and subject control of the Board of Directors and shall pay any and all bills and also make available to the Annual General Meeting, an account of all the monies of the society, tiling same with the Registrar of Companies, under the Societies Act. All cheques for payment of accounts shall contain any (2) two signatures of the following: Treasurer, Secretary, or the President.
- 14) The President shall be the Chief Officer of the Society.
- 15) The vice-president shall generally assist the President and shall, in the event of the absence or disability of the President, perform his/her duties and possess his/her authority.
- 16) The other officers of the Directors, if any, shall perform such duties as is determined by the membership. Directors can delegate duties and powers to the officers of the Directors that are not inconsistent with any resolution passed by the membership, or inconsistent with Bylaws or the Societies Act.

Removal or Suspensions of Officers:

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- 17) Officers of the society may be removed or suspended as officers by a majority vote of the Directors. Officers so removed or suspended shall remain members of the Board of Directors.
- A) Officers so removed or suspended shall have the right to appeal the directors' decision to the membership.**

Article V-Borrowing Powers

- 1) The society shall have the power to borrow or raise or secure the payment of money in such a manner as the society shall think fit and without limiting the foregoing, the society may issue debentures or debenture stock,, perpetual or otherwise, charged upon all or any of the society's present or future property, and to purchase, redeem or pay off any such security: provided that debentures shall not be issued without the authority of an extraordinary resolution of the society.

Article VI-Audits of the Accounts of the Society.

- 1) The of Board of Directors shall present before the members of the society at the Annual General Meeting, a financial statement showing the income and expenditure, assets and liabilities, of the society during the preceding fiscal year: the said financial statement shall be signed by (2) two or more members of the Board Directors or by the society's auditor.

Article VII Custody of the Seal:

- 1) The seal of the society shall be in the custody of the Secretary of the society.

Affixing the Seal:

- 2) The seal of the society shall not be affixed to any document or instrument unless authorized by the Board of Directors and then only by and in the presence of such officers as the Directors may authorized and such persons

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shall be authorized to affix the seal of the society and shall sign every instrument to which the seal is affixed in their presence.

Article VIII-Maintenance of Minutes and other Books and Records

- 1) The Directors shall see that the minutes of members' meetings and minutes of Directors' meetings, and all other necessary books and records of the society required by the Bylaws of the society or by any applicable statute or law are regularly and properly kept.

Article IX- Inspection of Records of the Society

- 1) The books and records of the society shall be open to the inspection by the members' at all reasonable times at the office of the society.

Article X- Altering Bylaws

- 1) The Bylaws of the society may be amended at any general, special or annual meeting of the society by an extraordinary resolution adopted by (2/3) two-thirds majority vote of the members of the society present at any general, special or annual general meeting.
- 2) Notice to amend any Bylaw or to introduce a new one shall be given in writing at a meeting of the society previous to the meeting or circulated to the members (7) seven days in advance of the meeting at which it is intended to be considered.
- 3) Any resolution or motion shall be deemed passed, if a majority of the members present vote in favor of such resolution or motion.

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