



**T.K. SPARKS**

**Bylaws  
of  
the Semiahmoo Fish and Game Club  
(the "Society")  
Approved at the Dec. 9, 2023 AGM**

---

**PART 1 – DEFINITIONS AND INTERPRETATIONS**

**Definitions**

1.1 In these Bylaws:

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

“Board” means the Society’s directors;

“Bylaws” means these Bylaws as altered from time to time;

“Consent Resolution of Directors” means a directors’ resolution passed in accordance with the Act;

“Constitution” means the document, most recently filed with the Registrar in accordance with the Act, that sets out the Society’s name and purpose;

“Electronic Meeting” means a Fully Electronic Meeting or a Partially Electronic Meeting;

“Fully Electronic Meeting” means a meeting in which persons are entitled to participate solely by telephone or other communications medium, as set out in the notice for the meeting, if all persons attending the meeting are able to participate in it, whether by telephone or other communications medium;

“Partially Electronic Meeting” means a meeting in which persons are entitled to participate in person or by telephone or other communications medium, as set out in

the notice for the meeting, if all persons attending the meeting are able to participate in it, whether by telephone, by other communications medium or in person;

“Executive” means the Society’s President, Vice-President, Secretary, and Treasurer;

“Member” means a person who in accordance with the Act and these Bylaws becomes a Society member and who remains a society member;

“Policies” means the Society’s policies, procedures, regulations, and rules collectively, as altered from time to time by the Board;

“Registrar” has the same meaning as “registrar” does in the Act;

“Special Resolution” means either of the following:

- (a) a resolution passed at a general meeting by at least 2/3 of the votes cast by the Voting Members present (in attendance) or
- (b) a resolution consented to in writing by at least 2/3 of the votes cast by the Voting Members;
- (c) a resolution consented to using an electronic voting device by at least 2/3 of the votes cast by the Voting Members.

“Term” means term of office, the length of time, according to these Bylaws, that a director may serve before they are no longer a director; or until the successor is duly elected;

“Voting Member” means a Society Member who has a right to vote under the Act and these Bylaws.

### **Definitions in Act apply**

1.2 The definitions in the Act apply to these Bylaws.

### **Inconsistency with Act or regulations**

- 1.3 If a Bylaw provision is inconsistent with the Act, the Act's regulations, or any other enactment of British Columbia or Canada, the provision has no effect.
- 1.4 Adopt Bourinot's Rules of Order (the Canadian Robert's Rules of Order) if an interpretation is required not mentioned in the By-Laws.

## **PART 2 – MEMBERS**

### **Member Application**

- 2.1 A person may apply to be a Member in accordance with the Act and these Bylaws.
- 2.2 A person becomes a Member upon the Membership Director's (or Board designate) approval of their application, and the decision to approve or not approve must be made subject to and in accordance with the Act and these Bylaws.
- 2.3 A person is qualified to be a Society member only if they
  - (a) are an individual;
  - (b) meet the requirement(s) for one of the Society's member classes;
  - (c) make an application to the Society for membership in one of those classes;
  - (d) pay the dues required for membership in that class;
  - (e) agree to uphold and comply with
    - (i) the Act;
    - (ii) these Bylaws; and
    - (iii) the Society's Policies and Procedures.
- 2.4 The Society has the following Member classes:
  - (a) Family;
  - (b) Honourary Life;
  - (c) Individual;
  - (d) Junior; and
  - (e) Senior.

- 2.5 A Family Member is composed of:
- (a) an individual and their spouse (partner), if they each qualify to become Individual Members under these Bylaws and the Act; and
  - (b) their children who are below the age of 19.

The individual and their spouse/partner are each Voting Members.

- 2.6 An Honourary Life Member is an individual who:
- (a) has either:
    - (i) been a Member of the Society for at least 35 consecutive years;
    - (ii) given the Society at least 20 years of meritorious service; and/or
  - (b) has been approved to be an Honourary Life Member, by the Voting Members at a general meeting upon recommendation of the Board. Persons for consideration would have accomplished a huge meritorious action that greatly benefitted the Semiahmoo Fish & Game Club.

An Honourary Life Member carries all the rights and voting privileges of an ordinary paid-up member.

- 2.9 An Individual Member is an individual who is:
- (a) at least 19 years old;
  - (b) less than 65 years old;
  - (c) not an Honourary Life Member; and
  - (d) not part of a Family Member.

An Individual Member is a Voting Member.

- 2.10 A Junior Member is an individual who is:
- (a) less than 19 years old; and
  - (b) not part of a Family Member.

A Junior Member is not a Voting Member.

- 2.11 A Senior Member is:
- (a) an individual who is at least 65 years old; or

(b) composed of an individual and their spouse/partner, at least one of whom is at least 65 years old.

A Senior Member who is an individual is a Voting Member. A Senior Member composed of an individual and their spouse/partner is two Voting Members.

### **Member Dues**

2.12 The Board is to propose to the Members the annual dues for each Member class at the start of the calendar year, and the dues must be approved by the Voting Members at a general meeting. Members wishing to vote in the AGM must have been a member in good standing three months prior to the AGM.

### **Members' Duties**

2.13 Every Member must

- a) uphold the Society's Constitution;
- b) uphold and comply with these Bylaws;
- c) uphold and comply with the Society's Policies & Procedures;
- d) not endanger the welfare of any Member, or of any guest of the Society who is on Society property; and
- e) not endanger the welfare, interests, or character of the Society.

### **Member Discipline**

2.14 Subject to, and in accordance with, the Act and these Bylaws, the Board may discipline, suspend or expel any Member who fails to perform one or more of the Members' Duties required by these Bylaws or one or more of the Members' Duties stated in the Act.

2.15 Before a Member is disciplined, suspended or expelled, the Society must

- a) send to the Member written notice of the proposed discipline or expulsion, including reasons;
- b) give the Member an opportunity to make representations to the Board at its next scheduled

meeting or the one after respecting the proposed discipline, suspension, or expulsion; and  
c) fulfill any additional requirements of the Act.

- 2.16 A disciplined or suspended may not be permitted to take part in some or any of the Society's activities as determined by the Board.
- 2.17 An expelled Member is not permitted to enter the Society's property or take part in any Society activities.

### **Member-in Good Standing**

- 2.18 A Member is in good standing if they:
- a) have paid their annual Member dues by the deadline in the Society's Policies; and
  - b) are not currently under discipline by the Society.
- 2.19 A Voting Member who is not in good standing:
- a) is not permitted to attend a general meeting or an AGM;
  - b) is not permitted to vote at a general meeting;
  - c) is not permitted to be a Voting Member for a resolution consented to in writing by the Voting Members; and
  - d) is not permitted to be a director.

## **PART 3 – GENERAL MEETING OF MEMBERS**

### **Time and Place of General Meeting**

- 3.1 A general meeting may be:
- a) in person;
  - b) Fully Electronic; or
  - c) Partially Electronic.
- 3.2 A general meeting, including an adjourned general meeting's continuation, must be held:
- a) on a reasonable date;
  - b) at a reasonable time of day;

- c) if the meeting is in person or is a Partially Electronic Meeting, at a reasonable location; and
- d) Notification must be given at least 14 days prior to a general meeting. If a special resolution is to be voted on then, 21 days notice is required.

- 3.3 If a general meeting is an Electronic Meeting, its notice must contain instructions for attending and participating in the meeting by telephone or other communications medium, including, if applicable, instructions for voting at the meeting.
- 3.4 Subject to and in accordance with the Act and these Bylaws, the Board decides
  - a) a general meeting's
    - (i) date; and
    - (ii) time;
  - b) whether the general meeting is to be
    - (i) in person;
    - (ii) Fully Electronic; or
    - (iii) Partially Electronic;
  - c) if applicable, the general meeting's location.

### **Ordinary Business at General Meeting**

- 3.5 At a general meeting, the following business is ordinary business:
  - a) adoption of rules of order;
  - b) consideration of financial statements (or auditor's report) presented to the meeting, if any are presented;
  - c) consideration of each director report, if any;
  - d) election or appointment of directors; if any are presented;
  - e) appointment of an auditor, if any; and
  - f) business arising out of a report of the Board not requiring the passing of a Special Resolution.

### **Notice of Extraordinary Business**

- 3.6 A notice of a general meeting must state the nature of all business to be conducted that is not ordinary business according to the Act and these Bylaws.

- 3.7 The nature of each extraordinary business must be stated in the notice of a general meeting in sufficient detail and of sufficient objectivity that a reasonable person may form a reasoned judgement concerning that business.
- 3.8 A notice of a general meeting must include the text of any Special Resolution to be submitted at the meeting.

### **Chair of General Meeting**

- 3.9 The following individual may be the chair of a general meeting
- a) the individual, if any, appointed by the Board to preside as the chair;
  - b) if the Board has not appointed an individual to preside as the chair, or the individual appointed by the Board is unable to preside as the chair then, one of the following:
    - (i) the president;
    - (ii) the vice-president, if the president is unable to preside as the chair; or
    - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

### **Alternate Chair of General Meeting**

- 3.10 If within 15 minutes from the time set for holding a general meeting there is not present any individual who may be the chair under these Bylaws, the Voting Members present must elect a present individual to act as the chair.

### **Quorum Required**

- 3.11 At a general meeting, unless a quorum is present, the only business permitted is the election of the meeting's chair and the meeting's adjournment or termination.

### **General Meeting Quorum**

- 3.12 A general meeting's quorum is the lesser of:
- a) 10 Voting Members plus 2 Board Members; or



- 3.18 Unless an adjourned general meeting's continuation will be held 30 or more days after the adjourned general meeting, notice of the continuation and its business:
- a) may be sent fewer than 14 days before; but
  - b) must be sent no fewer than five days before.

### **Order of Business at General Meeting**

- 3.19 The order of business at a general meeting is as follows:
- a) elect an individual to chair the meeting, 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) only if the meeting is an annual general meeting ("AGM"),
    - (i) receive the directors' report on the Society's financial statements for its previous fiscal year, and the auditor's report, if any, on those statements;
    - (ii) receive all other directors' reports
    - (iii) elect or appoint directors to the Board positions whose Terms have expired; and
    - (iv) appoint an auditor, if any;
  - g) deal with new business, including all business stated in the meeting's notice; and
  - h) end the meeting.

### **Matters Decided by Ordinary Resolution at a General Meeting**

- 3.20 At a general meeting, each proposed action that requires approval by resolution is to be decided by ordinary resolution, unless the Act or these Bylaws require the action to be approved by Special Resolution.

### **Methods of Voting**

- 3.21 At a general meeting, the vote must be conducted in a manner that adequately discloses the intentions of the Voting Members.
- 3.22 At a general meeting, if prior to the vote two or more Voting Members request, or the chair directs, that the manner of voting

be by secret ballot, voting must be by secret ballot and is considered to adequately disclose the Voting Members' intentions.

### **Announcement of Result**

- 3.23 The result of each vote conducted at a general meeting:
- a) must be announced at that meeting by the chair;
  - b) must be recorded in that general meeting's minutes within three days of the vote;
  - c) must meet the requirements of this Bylaw's section (a) or of sections (a) and (b) together, the vote results must be:
    - (i) within two days of the vote, announced to the Society's Members by the Board;
    - (ii) within three days of the vote, recorded in the general meeting's minutes; and
    - (iii) if the vote was on a Special Resolution, within three days of the vote be posted on a publicly-accessible page of the Society's website.

### **Proxy Voting**

- 3.24 Voting by proxy is not permitted.

## **PART 4 – DIRECTORS**

### **Nominating Committee**

- 4.1 A Nominating Committee of 3 or more Members shall be set up for the purpose of contacting Members who would be willing to stand for office on the Board.

### **Qualifications of Directors**

- 4.2 A person is qualified to be a director only if they:
- a) are an individual;
  - b) are a Voting Member in good standing;
  - c) are at least 19 years of age; and
  - d) meet the Act's director qualifications.

## **Number of Directors**

4.3 The Society will have no fewer than 3 and no more than 19 directors.

## **Board Positions**

4.4 The Board consists of the following directors' positions, and, subject to the number of directors the Society must have, a director may hold more than one position:

- a) President;
- b) Vice-President;
- c) Secretary;
- d) Treasurer;
- e) Archery Director;
- f) Booking Director;
- g) Building Maintenance Director;
- h) Communications Director;
- i) Fishing Director;
- j) Grounds Director;
- k) Hatchery Director;
- l) Hunting Director;
- m) Membership Director,
- n) Range Director; and
- o) Directors at Large (maximum 5).

## **Directors at Large**

4.5 Subject to these Bylaws those directors elected, acclaimed, or appointed in addition to the first 14 director positions listed in these Bylaws are Directors at Large. The Board from time to time determines whether the Society has one, two, three, four or five Director at Large positions.

## **Election or Acclamation of Directors**

4.6 At each AGM, the Voting Members are to elect or acclaim directors to the Board who's Terms have expired.

## **Directors must fill Board Position Vacancy**

- 4.8 Subject to the Act and these Bylaws, when a Board position becomes vacant because of a director's death, removal, resignation, or inability to act as a director, the Board must – within 30 days of the start of the vacancy – appoint a qualified person to serve as director for the Term's balance.

## **Directors' Term Lengths**

- 4.10 Each Executive position's Term is two years, and:
- a) the President and the Secretary's Terms end at the beginning of AGMs held in odd calendar years; but
  - b) the Vice-President and the Treasurer's Terms end at the beginning of AGMs held in even calendar years.
- 4.11 No individual may serve in the same Executive position for more than two successive Terms.
- 4.12 The Terms of each of the other Directors
- a) is one year; and
  - b) ends at the beginning of the AGM held in the year immediately following the AGM in which the Director was elected or acclaimed;
  - c) will be limited to a maximum of 5 consecutive years before another individual needs to take on the role.

## **President's Role**

- 4.11 The President, as required by and pursuant to the Act and these Bylaws
- a) is the Board chairperson; and
  - b) is to advise and supervise the other directors in their duties; and
  - c) will act as the official spokesperson for the Society.
- 4.12 The President is prohibited from voting in a general meeting of the Society, except that, if a vote results in a tie, the President may cast the deciding vote.

## **Vice-President's Role**

4.13 The Vice-President, as required by and pursuant to the Act and these Bylaws:

- a) is the Board Vice-Chairperson; and
- b) if the President is temporarily unable to perform their duties, is to perform those duties.

## **Secretary's Role**

4.14 The Secretary is to, as required by and pursuant to the Act and these Bylaws

- a) issue notices of and take minutes of general meetings;
- b) issue notices of and take minutes of Directors' meetings;
- c) keep the Society's records, other than its accounting records and membership records;
- d) process the Board's correspondence; and
- e) file with the Registrar all filings under the Act.

**Note:** If the Secretary is not present at a general or directors' meeting, the Board must appoint another Member as Secretary for that meeting.

## **Treasurer's Role**

4.15 The Treasurer is to, as required by and pursuant to the Act and these Bylaws:

- a) receive and bank funds received by the Society;
- b) liaise with bookkeeping or other professional accounting service providers;
- c) keep the Society's accounting records according to Generally Accepted Accounting Procedures;
- d) prepare the Society's financial statements according to Generally Accepted Accounting Procedures; and
- e) make the Society's tax filings.

## **Remaining Directors' Roles**

4.16 The Archery Director is responsible for all Society archery activities.

- 4.17 The Bookings Director is to
- a) organize the rental of any portion of the Society's property;
  - b) keep the booking calendar on the website updated; and
  - c) work with other Directors and those members organizing events requiring use of the property.
- 4.18 The Buildings Maintenance Director is to organize the maintenance and repair of all buildings that are on Society property. The Buildings Maintenance Director will work closely with the Hatchery Director regarding the hatchery building.
- 4.19 The Communications Director is to:
- a) establish and maintain contacts with traditional, electronic, and social media;
  - b) can (along with the President) speak on behalf of the Society;
  - c) issue media releases and public notices;
  - d) write and distribute a monthly club update/newsletter via an e-marketing newsletter system;
  - e) write and distribute media releases as events and occasions warrant (decided either in consultation with the Board, or by direction from the Board); and
  - f) assist in maintaining the Society's website.
- 4.20 The Fishing Director is to organize all Society fishing activities from education seminars to off-site events.
- 4.21 The Grounds Director is responsible for organizing the maintenance of the grounds and of the fenced boundaries of the Society's property.
- 4.22 The Hatchery Director is responsible for the ongoing operation and maintenance of the hatchery building and operations.
- 4.23 The Hunting Director is to organize all Society hunting activities including annual hunting awards.
- 4.24 The Membership Director is to:

- a) promote and increase active membership in the Society;
- b) on behalf of the Society, receive applications to become a Member;
- c) subject to and in accordance with the Act and these Bylaws, approve or not approve a submitted application to become a Member;
- d) maintain the register of members as required by and in accordance with the Act; and
- e) review annual dues and bring recommended changes to the Board. Note: dues increases to be approved by the general membership

4.25 The Range Director is responsible for organizing and supervising all firearms-based gun-range activities.

4.26 Directors at Large are to carry out specific duties as assigned from time to time by the President.

## **PART 5 – DIRECTORS’ MEETINGS**

### **Calling a Directors’ Meeting**

5.1 The President or any 3 other Directors may call a Directors’ meeting.

### **Directors’ Meeting Date, Time, and Location**

- 5.2 A Directors’ meeting is to be
- a) on a date and at a time convenient to at least 2/3 of the Directors; and
  - b) either
    - (i) in person;
    - (ii) Fully Electronic; or
    - (iii) Partially Electronic;depending on the convenience of at least 2/3 of the Directors.

### **Directors’ Meeting Notice**

- 5.3 Written notice of a Directors' meeting must:
- a) contain the date and time and, if applicable, the location of the meeting; and
  - b) be sent to every Director at least two days before the meeting, unless every Director agrees in a Consent Resolution of Directors to a shorter notice period.
- 5.4 If the written notice of a Directors' meeting is accidentally not sent to one or more Directors, it does not cancel nor invalidate that Directors' meeting, however, the Director who committed the error must prove to the Board and to a reasonable standard that their failure to send notice was an accident and not a deliberate act.

### **Conduct of Directors' Meeting Participants**

- 5.5 The conduct of Directors' meeting participants must
- a) be in accordance with and subject to the Act;
  - b) be in accordance with and subject to these Bylaws;
  - c) be in accordance with and subject to the Society's Policies and Procedures; and
  - d) be respectful and orderly, to the standard of a reasonable person.
- 5.6 If a Directors' meeting participant fails to meet one or more of those requirements, the Society's Policies regarding the discipline of Members must be followed in relation to that participant, and,
- a) the chairperson of the Directors' meeting is the participant who commits the failure(s),
    - (i) the meeting must be adjourned immediately; and
    - (ii) the failure(s) must be considered more serious than if committed by another Director;
  - b) a Director that is a part of the Society's Executive is the participant who commits the failure(s), the failure(s) must be considered more serious than if committed by another Director; or
  - c) an individual who is not a Member of the Society is the participant who commits the failure(s), that individual is for the period of one year prohibited from attending or participating in any Directors' meetings.



## **Quorum**

- 5.7 The quorum for conducting business at a Directors' meeting is a majority of the Directors.

## **PART 6 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of Directors**

- 6.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, in accordance with the Act, pay remuneration to a director for services provided by the director to the Society in another capacity, and the Society may reimburse a director for “out of pocket” expenses.

### **Signing Authority**

- 6.2 A contract to be signed by the Society must be signed on behalf of the Society:
- a) by the president, together with one other director;
  - b) if the president is unable to provide a signature, by the vice-president together with one other director;
  - c) if the president and vice-president are both unable to provide signatures, by any 2 other directors; or
  - d) in the case of a rental contract for the clubhouse hall by the booking director alone. Rentals of the indoor range or outdoor archery range should be signed by the director responsible for that area.
- 6.3 A record to be signed by the Society must be signed on behalf of the Society by one or more individuals authorized by the Board to sign the record on behalf of the Society.

## **PART 7- AMENDMENTS OF BYLAWS**

- 7 These Bylaws may only be amended by Special Resolution in accordance with the Act.

## **PART 8 – BORROWING POWERS**

- 8.1 The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions as they see fit, and, in particular, by the issue of bonds or stock, or any mortgage, charge or other security, on the undertaking of the whole or any part of the property of the Society, both present and future. Any recommended action on the above must be authorized by a Special Resolution vote by the membership.

## **PART 9 – AUDITORS AND FINANCIAL REVIEW**

- 9.1 At each AGM, the Society shall appoint an auditor to review the Society's financial statements and report back to the membership at the following AGM.

## **PART 10 - PREVIOUSLY UNALTERABLE CONSTITUTION PROVISION**

To carry on all activities in a manner consistent with the preceding objectives, and in the event of dissolution of the Semiahmoo Fish and Game Club any assets remaining after payment of all debts and obligations shall be distributed to a recognized Canadian charitable organization, or organizations or entities with aims and objectives similar to those of this Society to be decided by an extraordinary meeting called for the purpose of dissolution. This provision was previously unalterable.