

OUTDOOR RECREATION COUNCIL OF BRITISH COLUMBIA

PURPOSES

The purposes of the society are:

1. To encourage the residents of British Columbia to actively participate in outdoor recreational activities that will enhance their physical and mental well-being.
2. To provide a forum for the exchange of views between organized outdoor recreation groups having an interest in non-competitive outdoor recreation and to represent those interests to government, industry and the public when appropriate.
3. To advocate for and facilitate access to public lands and waters for outdoor recreation.
4. To encourage the safe and responsible use of the outdoors through education programs promoting safety and outdoor ethics.
5. To organize conferences, seminars, workshops, and public meetings with respect to non-competitive outdoor recreation throughout British Columbia.
6. To build bridges between outdoor recreation groups.

October 3, 2016

OUTDOOR RECREATION COUNCIL OF BRITISH COLUMBIA BYLAWS

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Part 1 – Definitions and Interpretation

Definitions

1.1 In these Bylaws, unless the context indicates otherwise:

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

“**Board**” means the Board of Directors of the Outdoor Recreation Council of British Columbia.

“**Council**” means the Outdoor Recreation Council of British Columbia.

“**Designated Representative**” means the individual designated by a Provincial Organization Member or a Regional Organization Member to represent it at meetings of the Council and to be the contact person for communication with the Council.

“**Fiscal year**” means the twelve months beginning on April 1.

Definitions in Act apply

1.2 Unless otherwise defined above the definitions in the Act apply to these Bylaws.

Interpretation

1.3 In these Bylaws, words in the singular form include the plural and vice versa and words importing a specific gender include the other gender and a corporation.

Conflict with Act or Regulations

- 1.4 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 - Membership

Application for membership

- 2.1 A person or an organization may apply to the Board for membership in the Council, and the person or organization becomes a member on the Board's acceptance of the application and payment of dues. Applications for membership in the Council shall be in writing in a form acceptable to the Board, and provide the information set out in the Application for Membership posted on the Council's website.

Compliance with Constitution and Bylaws

- 2.2 Every member must uphold the Constitution of the Council and comply with these Bylaws..

Membership dues

- 2.3 The amount of the annual membership dues for each class of membership will be determined by the Board and ratified by members at an annual general meeting. Any changes in the dues will become effective for the fiscal year following the annual meeting at which they were approved. The amount of dues may be prorated for new members, based on when they join.

Payment of dues

- 2.4 Annual membership dues are due and payable on April 1, the beginning of each fiscal year, or in the case of new members, upon notice of membership approval by the Board. Members will be sent a notice to pay or an invoice for dues payable.

Member not in good standing

- 2.5 A member is not in good standing if the member fails to pay the membership dues within 60 days of the due date, or if any other debt is owing by the member to the Council by the due date. The member is not in good standing so long as the dues are in arrears or other debt remains unpaid.

Member not in good standing may not vote

- 2.6 A member who is not in good standing may not:
- (a) submit a resolution at a general meeting
 - (b) vote at a general meeting, or
 - (c) consent to a resolution of members

Termination of membership if member not in good standing

- 2.7** Membership in the Council will be terminated if the member is not in good standing for ten consecutive months.

Provincial Organization Member

- 2.8** A Provincial Organization Member must be a not-for-profit society incorporated in British Columbia which is considered by the Board to be most closely identified with the interests of organized individual participants throughout British Columbia in the field of outdoor recreation represented by the society. To qualify as a Provincial Organization Member, the organization must also be an umbrella organization representing the interests of two or more affiliated outdoor recreation clubs in addition to itself. Each Provincial Organization Member is entitled to receive notice of, attend and to vote on all matters at general meetings of the Council. Each Provincial Organization Member shall appoint an individual as its Designated Representative to represent it at general meetings of the Council and to act as a contact person for communication with the Council. Provincial Organization Members are responsible for providing the Council with the name and contact information of the Designated Representative and for ensuring that a replacement is named if that person is no longer associated with the member. In the event that the Designated Representative is unable to attend a meeting the name of an alternate representative must be presented in writing by hand, by mail or by email, to the Council before the start of the meeting.

Regional Organization Member

- 2.9** A Regional Organization Member is a federal or provincial non-profit society, recreation group, or local government organization in British Columbia having an interest in outdoor recreation which is not eligible to be a Provincial Organization Member. Each Regional Organization Member is entitled to receive notice of, attend and to vote at all general meetings of the Council on all matters except the election of directors and amendments to these bylaws. Each Regional Organization Member shall appoint an individual as its Designated Representative to represent it at meetings of the Council and to act as a contact person for communication with the Council. Regional Organization Members are responsible for providing the Council with the name and contact information of the Designated Representative and for ensuring that a replacement is named if that person is no longer associated with the member. In the event that the Designated Representative is unable to attend a meeting the name of an alternate representative must be presented in writing by hand, by mail or by email, to the Council before the start of the meeting.

Individual Member

- 2.10** An Individual Member is a person who subscribes to the Council's purposes of and who is interested in furthering those purposes. Each Individual Member is entitled to receive notice of, attend and to vote at all general meetings of the Council on all matters except the election of directors and amendments to

these bylaws. The Individual Member is responsible for providing the Council with his or her contact information.

Advisory Member

2.11 An Advisory Member is an individual who has specific expertise and whose participation would broaden the capabilities of the Council. An Advisory Member may be appointed as a member by the Board to participate in the work of the Council and the term of membership of an Advisory Member will be determined by the Board. Advisory Members are not entitled to vote at general meetings but are eligible to be elected to the Board.

Part 3 - Meetings of Members

Time and place of meetings

3.1 A general meeting of members will be held at the date, time and place determined by the Board, which will advise members of the date, time and location of the meeting not more than 60 days prior to the meeting. An annual general meeting must be held in each calendar year and will normally be held in June.

Notice of meeting

3.2 Notice of the date, time and place of a meeting of members shall be sent to the Designated Representative of each Organization Member and to each Individual Member at least 30 days before the day on which the meeting is to be held.

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.

Form of meeting

3.4 Every meeting of members will be conducted as a physical meeting and will not provide for telephone participation.

Voting at meetings of members

3.5 At meetings of members:

- (a) absentee voting by ballot will be allowed. To facilitate members electing to vote by ballot the Council will accompany the notice of meeting with a form of ballot listing all the questions included in the agenda which are to be decided at the meeting. The Council will also provide addresses to which ballots should be mailed or delivered. Completed ballots must be received by the Council by the close of business on the last business day prior to the meeting. A completed ballot must state the name of the Designated Representative of the Provincial or Regional Organization Member or the Individual Member and the ballot must be signed by the Designated Representative or the

Individual Member. Completed ballots will be scrutinized by a director of the Council to ensure they are valid prior to being counted as a vote.

- (b) voting by proxy is not allowed.
- (c) the chair of a general meeting does not, in the case of a tied vote, have a casting or second vote at the meeting in addition to the vote he or she may have as an Individual Member or as the Designated Representative of an Organization Member.
- (d) in accordance with Section 84(4)(b) of the Act, only Provincial Organization Members will have the right to elect directors.
- (e) ordinary resolutions shall be determined by the majority of votes cast on the question and may be settled by a show of hands unless two or more members request that a secret ballot be conducted.
- (f) special resolutions will be determined by a two thirds majority of votes cast on the question.

Ordinary business

3.6 At a general meeting the following business is ordinary business:

- (a) approval of the agenda;
- (b) approval of the minutes of the last general meeting;
- (c) consideration of the financial statements of the Council;
- (d) consideration of the auditor's report, if applicable;
- (e) consideration of the directors' report on the financial statements, and any other directors' reports to the members;
- (f) the appointment of an auditor, if applicable.

Right to submit resolution to annual general meeting

3.7 Voting members may send to the Council a notice of a matter including a resolution that the member wishes to have considered at the annual general meeting. A resolution must be seconded by another member and include the names of the members and of the Designated Representatives of the members in the case of Provincial or Regional Organization Members. To be considered at the annual general meeting a resolution must be received by the Council at least 45 days prior to the date of the annual general meeting.

Chair of meeting

3.8 The following individuals may preside as chair of a general meeting

- (a) The Chair of the Board;
- (b) The Vice Chair of the Board; or
- (c) One of the other directors present at the meeting, if the Chair and Vice Chair are unwilling or unable to preside as Chair.

Alternate chair of meeting

- 3.9** If, at a general meeting,
- (a) there is no director present within 15 minutes of the time set for holding the meeting, or
 - (b) none of the directors present are willing and able to preside as chair of the meeting
- then the members who are present must elect one of those members to preside as chair.

Quorum

- 3.10** A quorum at any meeting of the members shall be ten of the members entitled to vote at the meeting. Ballots shall be counted as if the member is present. No business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, may be conducted at a general meeting when a quorum of members is not present.

Lack of quorum at commencement of meeting

- 3.11** If, within 30 minutes of the time set for holding a general meeting, a quorum of voting members is not present, the meeting stands adjourned until the adjourned meeting can be rescheduled. 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 members present constitute a quorum for that meeting.

Quorum ceases to be present

- 3.12** If a quorum is present at the opening of the meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

Adjourned meetings

- 3.13** The chair of a general meeting may, or, if so directed by the members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be conducted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting. It is not necessary to give any 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

- 3.14** The order of business at a general meeting is as follows:
- (a) if necessary, elect a person to chair the meeting;
 - (b) determine that there is a quorum;
 - (c) approve the agenda;

- (d) approve the minutes of the last general meeting;
- (e) receive committee and any other reports of directors' activities and decisions since the previous annual general meeting;
- (f) deal with unfinished business from the last general meeting;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of the meeting;
- (h) if the meeting is an annual general meeting:
 - (i) receive the Treasurer's report on the financial statements of the Council for the previous financial year, and the auditor's report, if any, on those statements and
 - (ii) elect or appoint directors;
- (i) terminate the meeting

PART 4 - Directors

Number of Directors

- 4.1** The Council must have a Board of no less than six and no more than ten Directors. Prior to an annual general meeting the Board may nominate up to two Advisory Members as directors for consideration by the members at the meeting.

Past Chairperson Is Ex-Officio Member

- 4.2** The immediate past Chairperson shall also be an ex-officio member of the Board.

Eligibility of directors

- 4.3** To be eligible for election as a director of the Council, a nominee must be qualified in accordance with the Act and:
- (a) be a member of a Provincial Organization Member;
 - (b) be a member of a Regional Organization Member;
 - (c) be an Individual Member; or
 - (d) be an Advisory Member who has been nominated by the Board.

Nomination of directors

- 4.4** At least three months prior to the date of the annual general meeting the Board shall appoint a nominating committee of not less than two Directors. The committee shall receive nominations from all members and nominate at least a sufficient number of nominees to replace or renew the terms of those directors whose terms expire at the annual general meeting. The list of nominees will be distributed to all members with the Notice of Meeting. The nominating committee will use its best efforts to ensure that there will be broad

representation on the Board from the outdoor recreational community. There will be no nominations from the floor.

Directors may fill a vacancy

4.5 The Board may at any time, by directors' resolution, appoint an Individual Member, an Advisory Member or an individual who is a member of a Provincial or Regional Organization Member as a director to fill a vacancy that arises on the Board as a result of the resignation, removal, death or incapacity of a director during the director's term of office. A director appointed under this bylaw 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.

Terms of Directors

4.6 To provide continuity on the Board, approximately one half of the directors shall be elected at each annual general meeting. Directors will be elected for a term not to exceed two years. No director shall hold office for longer than six consecutive years.

Absence from meetings

4.7 If a director is absent for more than three Board meetings in succession he or she will be requested to resign to allow the appointment of a replacement director unless he or she can show that there were extenuating circumstances.

Remuneration of directors

4.8 Notwithstanding the provisions of the Act, these bylaws do not permit the Council to pay to a director remuneration for being a director but the Council may pay remuneration to a Director for services provided by the director to the Council in another capacity, by approval of the Board.

Part 5 – Proceedings of directors

Directors' meetings

5.1 The directors may meet at any location, on any notice and in any manner convenient to the directors, including meetings by telephone. Any two directors at any time may convene a directors' meeting.

Meeting valid despite omission to give notice

5.2 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of notice by a director, does not invalidate the proceedings of that meeting.

Quorum of directors

5.3 The number of directors required for a quorum shall be three, either present physically or communicating by other means.

How matters are decided at Board meetings

5.4 The Board may decide matters:

- (a) by consent when the chair of a Board meeting has determined that no director present objects to a question, or
- (b) if there is no consent, the matter must be decided by majority vote and, in the case of a tied vote the chair does not have a second or casting vote.

Resolution in writing

5.5. A resolution in writing, signed by all directors and recorded in the minutes is as valid and effective as if passed at a Board meeting.

Part 6 – Officers

Election or appointment to positions

6.1 At the first Board meeting following an annual general meeting directors shall be elected or appointed to the following positions:

- (a) Chair
- (b) Vice Chair
- (c) Secretary
- (d) Treasurer

Director may hold more than one position

6.2 Directors, other than the Chair, may hold more than one of the positions described in Bylaw 6.1.

Role of Chair

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

Role of Vice Chair

6.4 The Vice Chair is responsible for carrying out the duties of the chair if the chair is absent or unable to act.

Role of Secretary

6.5 The Secretary is responsible for the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) issuing ballots for matters to be decided at general meetings;
- (c) taking minutes of general meetings and Board meetings;
- (d) ensuring that completed ballots are scrutinized prior to general meetings; and
- (e) ensuring that the records of the Council are kept and that filings are made in accordance with requirements of the British Columbia and Canadian governments.

Role of Treasurer

6.6 The Treasurer is responsible for the following:

- (a) keeping the accounting records for all the Council's financial transactions;
- (b) preparing the Council's financial statements; and
- (c) presenting the financial statements to the members at the annual general meeting.

Delegation of responsibilities

6.7 If approved by the Board, specific duties of the Secretary and Treasurer may be delegated to another individual or an employee of the Council.

Signing authority for banking and other documents

6.8 Signing authority for the Council will be any two of the persons who have been designated by the Board from the following: Chairman, Vice-Chairman, Treasurer, Secretary, Director at Large or Executive Director

Committees

6.9 The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate and, subject to the Act, grant it such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such directions as the Board may make. Any committee member may be removed by resolution of the board of directors. There must be at least one director on every committee.

Part 7 – Indemnification and insurance

Indemnification

7.1 Subject to the provisions of the Act, each officer, director or employee of the Council shall be indemnified by the Council against expenses reasonably incurred in connection with any action, suit or proceeding to which he or she may be made a party by reason of being or having been an officer, director or employee, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty. Derelict shall mean grossly negligent, criminally negligent or intentionally engaged in conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Council.

Insurance

7.2 The Council shall purchase and maintain a general liability insurance policy to insure against claims for personal injury or property damage. The Council may also purchase and maintain insurance for the benefit of all officers, directors or employees against any personal liability incurred by such persons as an officer director or employee.

Part 8 – Notices

Sending notice

8.1 A notice must be in written form and may be sent by delivering by hand, by mail or by email, to the registered address of an Individual Member, or to the registered address of the Designated Representative of an Organization Member.

Members entitled to notice

8.2 Notice must be given to every member shown on the register of members on the day notice is sent.

Accidental omission

8.3 The accidental omission to send notice of a meeting to, or the non-receipt of a notice by, any members entitled to receive notice does not invalidate proceedings at that meeting.

Part 9- Governance

Rules of order

9.1 Any matters or procedures respecting meetings of the Council and of the Board, for which provision has not otherwise been specified by the Council, shall be determined in accordance with the Act and amendments thereto, and if no binding provision is found therein, Roberts Rules of Order will be followed whenever possible.

Part 10 - Dispute resolution and costs

Mediation and Arbitration

10.1 In the event that a dispute or controversy among officers, directors, members, committee members, employees or volunteers of the Council arising out of or related to the bylaws, or out of any aspect of the operations of the Council, is not resolved in private meetings between the parties then, without prejudice to or in any other way derogating from the rights of the officers, directors, members, committee members, employees or volunteers of the Council as set out in the by-laws, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party appoints one mediator, and the two mediators so appointed shall jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties. The number of mediators

may be reduced from three to one or two upon agreement of the parties.

- (b) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial legislation governing domestic arbitrations in force in the Province or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

Costs

- 10.2** All costs of the mediators appointed in accordance with this part shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators engaged in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

Part 11 Amendments to constitution and bylaws

Amendments

- 11.1** Amendments to the Council's constitution, or to these bylaws, must be authorized by special resolution passed by a majority of not less than two thirds of the voting members present at a general meeting.

Notices of amendments

- 11.2** Notices of resolutions to amend the constitution or bylaws if proposed by:
- (a) the Council, must be sent to the members at least 30 days in advance of a general meeting.
 - (b) a member, must be sent to the Council at least 45 days in advance of a general meeting.

Part 12 Dissolution

Dissolution

- 12.1** In the event of dissolution of the Council, all its remaining assets, after payment of debts and liabilities, shall be distributed to another non-profit organization with similar purposes in the Province of British Columbia, as determined by the Board. This provision was previously unalterable.

October 24, 2016