

Bylaws of Sooke Lions Club (aka “The Society”)

Part 1- Definitions and Interpretation

1.1 Definitions

In these bylaws:

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

“Board” means the directors of the Society;

“Bylaws” means the Bylaws as amended from time to time;

“District Governor” means the person elected to the LCI District Governor position overseeing the Society;

“LCI” means Lions Club International;

“Member” means a person admitted to the Society pursuant to section 2.1.

“Society” is aka “the club” and/or “Sooke Lions Club” for the purposes of these Bylaws.

1.2 Definitions in Act apply

The definitions in the Act apply to these Bylaws.

1.3 Conflict with Act or regulations

If there is a conflict between these Bylaws and the Act or regulations pursuant to the Act, the Act or regulations, as the case may be shall prevail.

Part 2- Members

2.1 Membership

Membership into the Society is by invitation only. A prospective member must have a sponsor who can vouch for his good character and desire to join the Society. The person must also submit to Criminal Record and Vulnerable Sector checks. If these checks are satisfactory to the Board and after attending three regular meetings the prospective member will be referred to the Board for a “Recommendation for Membership”. If the Board recommends the person for membership it will be brought to the club at a regular meeting where the club members will vote on said membership.

2.2 Duties of members

Every member must uphold the constitution of LCI and the Society and must comply with these Bylaws.

2.3 Amount of membership dues

The amount of the membership dues, if any, shall be determined by LCI, Lions District 19 and the Society.

2.4 Member not in good standing

A member is not in good standing if he fails to pay annual membership dues, if any, within six months from the date that they are due to be paid. The member is not in good standing for so long as those dues remain unpaid.

2.5 Member not in good standing may not vote

(a) may not vote at a Society meeting, and

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

2.6 Termination of membership if member is not in good standing

A person's membership in the Society may be terminated if the person is not in good standing for 12 consecutive months.

2.7 Eligibility for membership

Subject to Sec 2.1 a person is eligible to apply for membership if the person:

(a) completes the prescribed membership application form, including the name of a member sponsor;

(b) is at least nineteen years of age; and

(c) has completed a vulnerable sector check as part of a criminal record check. (see Sec 2.1).

2.8 Categories of membership

In accordance with the LCI Constitution & Bylaws there may be seven categories of membership:

(a) **Active:** a member entitled to all rights and privileges and subject to all obligations which membership in a Lions club confers or implies.

(b) Member-At-Large: a member who has moved from the community, or because of health or other legitimate reason, is unable to attend club meetings and desires to retain membership in the club. This status shall be reviewed every six months by the Board of Directors.

(c) Honorary: an individual, not a member of the club, having performed outstanding service for the community or this Lions Club and upon whom this club desires to confer special distinction.

(d) Privileged: A member of the club who has been a Lion fifteen years or more, who, because of illness, infirmities, advanced age or other legitimate reason, as determined by the Board of Directors, must relinquish his active status.

(e) Life: Any member who has maintained Active membership as a Lion for 20 or more years; or any member who has served for 15 or more years and reached age 70, or a member who is critically ill regardless of age may be granted Life membership. Upon application by the Society, LCI may grant life membership to a member based on compassionate reasons and payment of the LCI fee. A life member is not required to pay the LCI membership dues or any other dues as may be determined by the voting members.

(f) Associate: A member who holds primary membership in another Lions club but resides or is employed in the community served by this Lions club.

(g) Affiliate: A quality individual of the community who currently is not able to fully participate as an Active member of the club but desires to support the club and its community service initiatives and be affiliated with the club.

N.B.: More information on these types of membership can be found on the LCI and/or the Standard Club Constitution & Bylaws.

2.9 Rights and privileges of membership

A member in good standing is entitled to:

- (a)** participate in all activities of the Society;
- (b)** be elected to Board positions at the Society and eligible elected positions with LCI;
- (c)** vote on all Society matters; and
- (d)** receive the publications of LCI, Lions Club zone and district.

2.10 A member not in good standing is entitled:

- (a)** to participate in all activities of the Society;
- (c)** to receive the publications of LCI, Lions Club zone and district.

Part 3- Member

3.1 Discipline of member

(a) The Board shall endeavour to resolve disputes between members, members and the Society or between directors.

(b) Any party to a dispute may apply in writing to the District Governor to appoint a conciliator to resolve the dispute.

(c) The party who makes a request pursuant to section 3.2 shall file the request, including any filing fee, with the District Governor within 30 days after the member knew or should have known of the occurrence of the event upon which the request is based.

(d) The District Governor shall appoint a conciliator within 15 days of receipt of the request to hear the dispute.

(e) The conciliator shall be a past district governor who is currently in good standing in a club, other than a club which is a party to the dispute, in the district in which the dispute arises, and who is impartial on the matter in dispute and without loyalties to any party in the dispute.

(f) The appointed conciliator shall be acceptable to the parties involved in the dispute.

(g) If the appointed conciliator is not acceptable to either of the parties involved in the dispute, the party shall, in writing, submit to the District Governor an explanation as to why the conciliator is not acceptable.

(h) The District Governor shall consider the submission and if the District Governor accepts the written arguments that the appointed conciliator may not be neutral, shall appoint another conciliator in accordance with these bylaws.

(i) The appointed conciliator shall arrange a meeting of the parties to the dispute within 30 days of the conciliator's appointment.

(j) If the conciliation efforts are not accepted by the parties, the conciliator shall issue a decision and that decision shall be binding on the parties.

(k) The conciliator shall issue a written decision within 30 days after the date of the initial meetings of the parties.

(l) A copy of the written decision shall be provided to the parties involved in the dispute and upon request to the legal division of LCI.

(m) The decision of the conciliator shall be consistent with any applicable provisions of LCI's Multiple District and District Constitutions and Bylaws and policies of the LCI board and is subject to the authority of and further review by the LCI board of directors at the sole discretion of the LCI board or its designee.

(n) Any filing fee pursuant to section 3.3 shall be determined by the district of the Society.

(o) All expenses incurred in the dispute resolution process shall be the responsibility of the district of the Society or shared equally among the parties, as determined by the Society's district.

3.2 Forfeiture of Membership

Any member may be expelled from the Society for cause by a 2/3 vote of the entire Board of Directors. This club shall remove members whose conduct has been deemed a violation of the International Constitution and By-Laws and Board Policy and unbecoming a Lion by the International Office or otherwise face Charter cancellation..

Part 4- General Meetings of Members

4.1 Time and place of general meeting

A general meeting shall be held at the time and place the Board determines.

4.2 Ordinary business at general meeting

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

- (a)** adoption of rules of order;
- (b)** consideration of any financial statements of the Society presented to the meeting;
- (c)** consideration of the reports, if any, of the directors or treasurer;
- (d)** election or appointment of directors;
- (e)** appointment of an auditor, if any; and
- (f)** business arising out of a report of the directors not requiring the passing of a special resolution.

4.3 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.

4.4 Chair of general meeting

The following individual is entitled to preside as the chair of a general meeting:

- (a)** the president,

(b) the vice-president, if the president is unable to preside as the chair,

(c) one of the other directors present at the meeting, if both the president and the vice-president are unavailable to preside as the chair.

4.5 Alternate chair of general meeting

If there is no individual entitled under these Bylaws who is able to preside as the chair of the meeting within 15 minutes from the time set for holding the general meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

4.6 Quorum required

Business, other than the election of the chair of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

4.7 Quorum for general meetings

The quorum for the transaction of business at a general meeting is at least 50 % of the Society's voting members.

4.8 Lack of quorum at commencement of meeting

If within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

(a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

(b) in any other case, the meeting stands adjourned to the same day in two weeks, 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.

4.9 If quorum ceases to be present

If, at any time during a general 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.

4.10 Adjournment by chair

The chair of a general meeting may, or, if so directed by a majority of the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than the business left unfinished at the adjourned meeting.

4.11 Notice of continuation of adjourned general meeting

It is not necessary to give 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.

4.12 Order of business at general meeting

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)** if the meeting is an annual general meeting;
- (g)** receive the directors' report on the financial statements of the Society for the previous financial year and the auditor's report, if any, on those statements;
- (h)** receive any other reports of directors' activities and decisions since the previous annual general meeting;
- (i)** elect or appoint directors, and
- (j)** appoint any auditor, if any;
- (k)** deal with new business, including any matters about which notice has been given to members in the notice of meeting;
- (l)** deal with old business; and
- (m)** terminate the meeting.

4.13 Methods of voting

At a general meeting, voting must be by a show of hands with oral confirmation or another method that adequately discloses the intention of the majority of voting members present except that if, before such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by secret ballot. **N.B.** In urgent

matters where a meeting of the membership is not feasible, the President may ask the Secretary to send a poll vote to the membership through electronic means. The Secretary will send the result of this poll to all members. See Section 4.21(a).

4.14 Announcement of result

The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

4.15 Proxy voting not permitted

Voting by proxy is not permitted.

4.16 Matters decided at general meeting by ordinary resolution

A matter decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

4.17 Bylaw Amendments

Any proposal for new or amended bylaws shall be voted on at a general or annual meeting of the club.

(a) At a vote on any bylaws, there shall be two thirds of the Society's voting members in attendance and at least a majority of the voting members present is required to pass any new bylaws or amendments.

(b) Members shall be notified of any proposal to vote on new bylaws or amendments to the bylaws at least 10 days before the vote is to take place.

4.20 Special Meetings

A special meeting of the Society shall be held:

(a) on resolution of the Board; or

(b) on the demand in writing of at least 10 **voting** members;

(c) for the transaction of the business that is specified in the resolution or demand.

4.21 Voting at special meeting

(a) Voting at a special meeting may be conducted by electronic means.

(b) All members shall be notified in advance of the special meeting at least 24 hours before the meeting.

(c) The quorum for the transaction of business at a special meeting is at least 50 % of the Society's voting members and a majority of the voting members present is required for the transaction of business.

Part 5- Board of Directors

5.1 Election to Board positions

Directors shall be elected to the following Board positions and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer;
- (e) 2 **first year** directors; and
- (f) 2 **second year** directors.

5.2 Past President

- (a)** The past-president may be appointed to the Board.
- (b)** The Past-President may decide not to be appointed as a Board member.

5.3 Directors at large

Directors at large shall be elected as follows:

- (a)** Two "Second year" directors who have served as "First year" directors during the immediate preceding year; and
- (b)** Two "First year" directors.
- (c)** When there are no members who meet the requirements of subsection (a) other members may be elected as Second year directors.

5.4 Role of vice-president

The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

5.5 Role of secretary

The secretary is responsible for doing, or making necessary arrangements, for the following:

- (a)** Issuing notices of general meetings and directors' meetings;
- (b)** Taking minutes of general meetings and directors' meetings;
- (c)** Keeping the records of the Society in accordance with the Act;
- (d)** Conducting the correspondence of the Board;
- (e)** Filing the annual report of the Society and making any other filings with the registrar under the Act.

5.6 Absence of secretary from meeting

In the absence of the secretary from a meeting, the Board shall appoint another individual to act as secretary at the meeting.

5.7 Role of treasurer

The treasurer is responsible for doing, or making the necessary arrangements for the following:

- (a)** receiving and banking monies collected from the members or other sources;
- (b)** keeping accounting records in respect of the Society's financial transactions;
- (c)** preparing the Society's financial statements;
- (d)** making the Society's filings respectively.

5.8 Terms of Office

The terms of office for directors shall be one year, with the exception of the Second Year Directors. The Treasurer and Secretary positions will be a minimum of 1 year with 2 years being recommended.

5.9 Elected officers shall not hold the same office for more than two consecutive terms.

5.10 The term of the directors shall be from July 1 to June 30 of the following year, with the exception of the treasurer and secretary, which may be two years from July 1 in the year in which they were elected.

5.11 Annual meeting

The annual general meeting shall be held in June.

5.12 Election of directors

By April 30 of each year the voting members shall elect or appoint the Board for the next Lion's year which begins on July 1st.

5.13 Directors may fill casual vacancy on Board

The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

5.14 Term of appointment of director filling casual vacancy

A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from the office created the vacancy.

5.15 Board member expulsion

A member of the board shall be removed from the board for cause if a majority of the Society's voting members approve a motion to expel the director.

5.16 Removal from board

(a) Members of the Board whose conduct or activity is incompatible with the constitution and policies of the Society may be removed or suspended from office.

(b) The matter shall be dealt with by the Society upon written request from five voting members of the Society.

(c) The notice of motion for removal or suspension of any Board member must be given to the member concerned and to all members of the Society 14 days before the Society meets.

Part 6- Directors' Meetings

6.1 Calling directors' meeting

A directors' meeting may be called by the president or by any 2 other directors.

6.2 Notice of directors' meeting

At least 2 days notice of a directors' meeting must be given unless all of the directors agree to a shorter notice period.

6.3 Proceedings valid despite omission to give notice

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

6.4 Conduct of directors' meeting

The directors may regulate their meetings and proceedings as they see fit.

6.5 Quorum of directors

The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Part 7- Remuneration of Directors and Signing Authority

7.1 Remuneration of directors

(a) These Bylaws do not permit the Society to pay a director remuneration for being a director but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

(b) Except to further a member's progress in the Society and LCI, no member shall use their membership as a means of furthering any personal, political or other aspirations.

7.2 Signing Authority

A cheque, contract, document or other record to be signed by the Society must be signed on behalf of the Society by any two of the president, the vice-president, the treasurer or secretary.

Part 8- Club Operations

8.1 Committees

(a) The Board may appoint any committee that it feels necessary to carry out the functions of the Society.

(b) The Board shall determine the chairperson, membership, role and reporting requirements of each committee.

(c) The president shall be an ex-officio member of all committees.

8.2 Society behaviour

- (a)** The Society shall not endorse or advocate for any candidate or political party for public office.
- (b)** The Society shall not endorse or advocate for any specific religious entity or person.
- (c)** No person who is not a member shall solicit funds from the club at a regular meeting. Such requests shall be heard by the board.

Part 9- Club Finances

9.1 Expenditures

The Board may approve up to \$750 for any expenditure and shall inform members of such action at the next general meeting.

9.2 Fiscal year

- (a)** The fiscal year for the Society shall be from July 1 to June 30 of the following year.
- (b)** A proposed budget shall be prepared for the first general meeting in June. The budget shall be voted on by voting members at the second general meeting in June.

9.3 Donations and project expenses

Any request for donations in excess of \$1000 shall be reviewed by the Board prior to being presented to the members for a vote.

9.4 Any member's proposal for an event or project that is estimated to cost in excess of \$5000 shall provide at least 10 days written or electronic notice with a project outline before presenting to members for a vote at a general meeting.

9.5 Project Administration

The Board may approve a ten percent administration fee expense on all fundraising projects.

Part 10- Policies and Procedures

10.1 Policy and Procedure Powers

The Society may make policies and procedures including but **not** limited to:

- (a) The operation and reporting of charitable projects;
- (b) The funding of members to attend LCI related functions and conventions;
- (c) The management of the Society's finances;
- (d) The provision and charges for meals at Society meetings; and
- (e) The loan of Society property and equipment.

10.2 Policy Approval

All policies and procedures must be approved by a majority of the voting members in attendance at the time of the vote on the motion.

Part 11- Transition and Coming into Force

11.1 The directors elected prior to filing of these bylaws shall remain as directors until June 30, 2019.

11.2 The one term served by the secretary and treasurer from July 1, 2018 to June 30, 2019 shall be applied to the recommended two year terms that the secretary and treasurer may serve.

11.3 Section 9.2 (Fiscal Year) shall come into force July 1, 2018.

11.4 These bylaws come into force upon filing.