

## BYLAWS

### Part 1- Interpretation

1.(1) in these bylaws, unless the context otherwise requires

- a) "Directors" means the directors of the society for the time being
- b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to t;
- c) "Registered address" of members means his address as recorded in the register of members.

(2) The definitions in the Society Act on the date of these bylaws become effective apply to these bylaws.

2. Words importing the singular include the plural and vice versa: and words importing a male person include a female and a corporation.

### Part 2 – Membership

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.

4. 1) a person may apply to the directors for membership in the society and on acceptance by the directors shall be a member.

2) Types of membership include;

- i) Individual - is an adult member, entitled one vote
- ii) Family - includes all members residing in one household but only members 18 years of age and over receive a vote
- iii) Associate - adult member, no dog, one vote
- iv) Junior - under the age of 18, no vote

5. Every member shall uphold the constitution and comply with these bylaws and all Top Dog Rules of Conduct.

6. The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the society.

7. A person shall cease to be a member of the society

- a) by delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society
- b) on his death or in case of a corporation on dissolution:
- c) on being expelled; or
- d) on having been a member not in good standing

8. 1) A member may be expelled by a special resolution of the members passed at a general meeting.

2) The notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

3) The person who is the subject of the proposed resolution for expulsion shall be

given an opportunity to be heard at the general meeting before special resolution is put to a vote by secret ballot.

9.a) The membership year shall commence on March 1 and end the last day of February of the following year

b) Membership fees shall be due by March 1 of each year.

c) Members whose fees for the current year that have not been paid by May 1 shall cease to be members.

d) All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid.

### Part 3 - Meetings of Members

10. General meetings of the society shall be held at the time and place in accordance with the Society Act that the directors decide.

11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting. There shall be at least two (2) extraordinary general meetings held annually.

12. General Meetings shall be called by any one of the following;

(a) the President,

(b) three or more of the Executive,

(c) ten (10) percent or more members in good standing as defined in section 58 of the Societies Act.

General meetings shall be solely for the transaction of the business specified.

Notice of such meeting and the business to be transacted therein shall be given to all members.

13. 1) Notice of a general meeting shall be given not less than 14 days in advance and shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business. 2) 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.

14. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

### Part 4- Proceedings at General Meetings

15. Special business is

a) all business at an extraordinary general meeting except the adoption of rules of order; and b) all business transacted at an annual general meeting; except

i) the adoption of rules of order;

ii) the consideration of the financial statements;

iii) the report of the directors;

iv) the report of the auditor, if any

v) the election of directors;

vi) the appointment of the auditor; if required and

vii) the other business that, under these bylaws, ought to be transacted at an

- annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
16.
    - 1) No business, other than the election of a chairman and the adjournment or termination of a meeting, shall be conducted at a general meeting at time when a quorum is not present.
    - 2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
    - 3) A quorum is 5 non board members present or a greater number that the members may determine at a general meeting and not less than 50 % of the directors.
  17. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall 'Stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
  18. Subject to bylaw 19, the president of the society, the vice-president or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.
  19. If at a general meeting
    - a) there is no president, vice-president or other director present within 15 minutes after the time appointed for holding the meeting; or
    - b) the president and all other directors present are unwilling to act as chairman, the members present shall choose one of their numbers to be chairman.
  20.
    - 1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
    - 2) When a meeting is adjourned for 10 days or more, notice of the original meeting shall be given as in the case of the original meeting.
    - 3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
  21.
    - 1) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
    - 2) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
  22.
    - 1) A member in good standing present at a meeting of members is entitled to one vote.
    - 2) Voting is by show of hands.
    - 3) Voting by proxy is not permitted.

#### Part 5 - Directors and Officers

23.
  - 1) The directors may exercise all powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to
    - a) all laws affecting the society;

- b) these bylaws; and
  - c) rules, not being inconsistent with these bylaws, which are made from time to time by the society; in general meeting.
- 2) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
- 24 1) The president, vice-president, secretary, treasurer and one or more persons shall be the directors of the society.
- 2) The number of directors shall be 5 or a greater number determined from time to time at a general meeting.
- 25 1) The President, Vice-president, Secretary, Treasurer and one or more persons shall be the directors of the society.
- 2) The number of directors shall be 5 or a greater number determined from time to time at a general meeting.
- 26 1) Directors may retire from office and their successors shall be elected.
- 2) Separate elections shall be held for each office to be filled.
- 3) An election may be by acclamation, otherwise it shall be by ballot.
- 4) If no successor is elected the person previously appointed continues to hold office.
- 27 1) 70% of the directors may at any time and from time to time appoint a member as a director to fill a temporary absence of a director for the term of absence or until the next annual general meeting.
- 2) A director so appointed holds office only until the remaining board members meet officially and conduct a vote, but is officially eligible for reelection at the meeting.
- 28 1) A director may resign his position by any one of the following
- a) submitting a written resignation to the directorship
  - b) publicly stating at a meeting of the members or directors that he is resigning
- 2) If a director resigns his office or otherwise ceases to hold office, 70% of the remaining directors shall vote to appoint a member to take the place of the former director.
- 3) A director so appointed holds office only until the conclusion of the next following Annual General Meeting of the society where the position is officially eligible for reelection.
- 4) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number on directors in office.
- 28 The members may by special resolution request the removal of a director.
- a) The notice of a special resolution for removal of a director shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - b) The person who is the subject of the proposed resolution for removal shall be given an opportunity to be heard at a general meeting before the special resolution is put to a vote by secret ballot.
- 29 1) Nominations and Elections
- Any society member may make nominations to the Board of Directors. The Board shall examine the qualifications of the candidates and shall present the names of those nominees which meet the following criteria:
- i) is an adult member in good standing for six months.
  - ii) not in receipt of service or remuneration from society
  - iii) subscribes and upholds the constitution, bylaws and Top Dog Rules Of Conduct
  - iv) has attended at least 50 % of all the general meetings in the last calendar year

v) does not hold an executive or director position on any other dog related club participating in Agility, Obedience or Flyball within 250km of Prince George, British Columbia.

2) Nomination Procedures

i) Nominations are to be filed with the Society no later than 2 weeks prior to the date of the election

ii) The candidate is to be given a nomination form, a copy of the job description and the election rules

iii) Nomination forms must include the supporting signatures of 2 current members in good standing

iv) Candidate must sign and date the form as written consent to the nomination v) A nomination is invalid if any of the above four criteria are not met

3) The Nominations Committee consisting of three club members in good standing shall contact all nominees and determine their willingness to stand for office. Those accepting nominations shall be presented on the election slate at the Annual General Meeting.

4) Two non Affiliated persons shall be responsible for receiving and tabulating all ballots.

5) The Terms of Office for Directors and executive shall be one (1) year.

30. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

Part 6 - Proceedings of Directors

31. 1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as per Roberts Rules of Order

2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be 70% of the directors then in office.

3) The president shall be chairman of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairman, but if neither is present the directors present may choose one of their numbers to be chairman at that meeting.

4) A director may at any time, and the secretary, on the request of a director, shall convene a meeting of the directors.

32. 1) The directors may delegate any, but not all, of their powers to committees consisting of the directors or directors as they think fit.

2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

33. A committee shall elect a chairman of its meeting; but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their numbers to be chairman of the meeting.

34. The members of a committee may meet and adjourn as they think proper.

35. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be a letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
  - a) no notice of meeting of directors shall be sent to that director; and
  - b) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
37.
  - 1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
  - 2) In case of an equality of votes the chairman does not have a second or casting vote.
38. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.
39. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

#### Part 7- Duties of Officers

40.
  - 1) The president shall preside at all meetings of the society and of the directors.
  - 2) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
41. The vice-president shall carry out the duties of the president during his absence.
42. The secretary shall
  - a) conduct the correspondence of the society;
  - b) issue notices of meetings of the society and directors;
  - c) keep minutes of all meetings of the society and directors;
  - d) have custody of all records and documents of the society except those required to be kept by the treasurer;
  - e) have custody of the common seal of the society; and
  - f) maintain the register of members.
43. The treasurer shall
  - a) keep the financial records, including books of account, necessary to comply with the Society Act; and
  - b) render financial statements to the directors, members and others required.
44.
  - 1) the offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.
  - 2) When a secretary treasurer holds office the total number of directors shall not be less than 5 or the greater number that may have been determined pursuant to bylaw 25 (2).
45. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

## Part 8- Seal

46. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
47. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the person prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and secretary treasurer.

## Part 9 - Borrowing

48. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
49. No debenture shall be issued without the sanction of a special resolution.
50. The members may by special resolution restrict the borrowing power of the directors, but restriction imposed expires at the next annual general meeting.

## Part 10 – Auditor

51. This part applies only where the society is required or has resolved to have an auditor.
52. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditors.
53. At each annual general meeting the society shall appoint an auditor to hold office until he is reelected or his successor is elected at the next annual general meeting.
54. An auditor may be removed by ordinary resolution.
55. An auditor shall be promptly informed in writing of appointment or removal.
56. No director and no employee of the society shall be auditor.
57. The auditor may attend general meetings.

## Part 11 - Notices to Members

58. A notice may be given to a member, either personally or by mail to him at his registered address.
59. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
60. 1) Notice of a general meeting shall be given to
  - a) every member shown on the register of members on the day notice is given; and
  - b) the auditor, if Part 10 applies.2) No other person is entitled to receive a notice of general meeting. Part 12- Bylaws
61. On being admitted to membership, each member is entitled to and the society shall give him, without charge, a copy of the constitution and bylaws of the society.
62. These bylaws shall not be altered or added to except by special permission.

## Part 14 - Cheques and Deposits

- 63) Signing Authority

- i)The Treasurer and two other directors must have signing authority on all club accounts
  - ii)All Cheques must be signed by at least two of the three authorized persons >
  - iii)Expenditures exceeding \$50.00 must be pre - approved at a meeting of the Board of Directors
  - iv)No two members of the same household may have signing authority
- 64) Deposits  
The treasurer shall promptly deposit into the designated accounts all Top Dog Agility, Obedience and Flyball Association money collected or paid. In no circumstances shall he/she retain in his/her possession any such monies in the excess of \$25.00 for a period longer than 5 banking days.
- 65) Fiscal Year  
The fiscal year of the club shall end on the last day of September of each calendar year.

#### Part 15 - Alteration of The By Laws

- 66) The Bylaws shall be reviewed every three (3) years.

#### Bylaw Amendments **November 9, 2002:**

##### Part 14- Cheques and Deposits

63. iii) Expenditures exceeding \$250.00 must be pre - approved at a meeting of the Board of Directors

#### Bylaw Amendments **March 15, 2003:**

##### Part 2— Membership

2. iii) Associate: Adult member, no dog or out of town member; one vote.