

**Bylaws of the BACK COUNTRY HORSEMEN SOCIETY OF BRITISH COLUMBIA  
(the “Society”)  
Adopted AGM May 27, 2017**

**CONSTITUTION**

**The name of the society shall be BACK COUNTRY HORSEMEN SOCIETY OF BRITISH COLUMBIA, (hereinafter referred to as the Society).**

**The purpose of the Society shall be:**

- a) to work together with recreational groups, government agencies and the general public to promote awareness and understanding for a cooperative wilderness experience.**
- b) to build new trails, trailheads and other facilities for horsemen.**
- c) to maintain and preserve existing trails - wilderness or urban.**
- d) to promote educational programs in safety, courtesy and environmental awareness.**
- e) to preserve access for Canadians to use horses and mules (equines) on public lands.**

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## Part 1 – Definitions and Interpretation

### Definitions

#### 1.1 In these Bylaws:

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

**“Board” or “Directors” or “Board of Directors”** mean the directors of the society;

**“Officer”** means the president, vice-presidents, secretary, treasurer, and such other persons elected or appointed to the society’s executive from time to time under these bylaws;

**“Chapter” or “regional chapter”** mean a chapter formed in accordance with these bylaws;

**“Chapter Chair” or “Alternate Delegate” or “Director at Large”** means the director of the society elected or appointed by members of a regional chapter;

**“Member”** means a person accepted by a regional chapter or by the Board of Directors on their application for membership to the society;

**“Member at Large”** means a person accepted by the Board of Directors on their application to the society without declaring an affiliation to a regional chapter;

**“Bylaws”** means these Bylaws as altered from time to time.

### Definitions in Act apply

#### 1.2 The definitions in the Act apply to these Bylaws.

### **Conflict with Act or regulations**

- 1.3** 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 – Members**

### **Application for membership**

- 2.1** A person may apply to a regional chapter or to the Board of Directors for membership in the society, and the person becomes a member on the acceptance by the regional chapter or the Board of Director’s acceptance of the application.
- (a) All memberships are considered single.
  - (b) Each person seeking membership must pay the required fee and any other subscription or membership fee that may be set by the directors from time to time.
  - (c) Annual membership fees must be paid on or before January 1<sup>st</sup> of each year or such other date as the directors may determine.
  - (d) Members may join a regional chapter or become a “member at large”. “Members at large” are without a regional chapter affiliation.

### **Duties of members**

- 2.2** Every member must uphold the constitution of the society and must comply with these Bylaws.

### **Amount of membership dues**

- 2.3** The amount of the annual membership dues, if any, must be determined by the Board of Directors, and after that the annual membership fees must be determined at the Annual General Meeting of the society.

### **Member not in good standing**

- 2.4** A member is not in good standing if the member fails to pay the member’s current annual membership dues, if any, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing for so long as those dues or debt remains unpaid.

### **Termination of membership**

- 2.5** A person’s membership in the society is terminated if the person is not in good standing for three (3) consecutive months
- 2.6** A person ceases to be a member of the society:
- (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,

- (b) on his or her death, or
- (c) on being expelled, or
- (d) on having been a member not in good standing for three (3) consecutive months.

- 2.7** A member may be expelled by a resolution of the directors passed at a Board of Directors' meeting.
- (a) The notice of resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
  - (b) Before the resolution is put to a vote, the directors must elect or appoint a panel of three (3) directors to investigate the proposed expulsion and make a recommendation to the Board of Directors.
  - (c) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard by the panel before the resolution is put to a vote.
  - (d) The Board of Directors may accept or reject the panel's recommendation, as the board sees fit.

**Member not in good standing may not vote**

- 2.8** A voting member who is not in good standing:
- (a) may not vote at a general meeting, and
  - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

**Member at large voting privileges**

- 2.9** A member who is a member at large:
- (a) may not vote at a regional chapter; however, is,
  - (b) deemed to be a voting member at the Annual General Meeting of members.

**Part 3 – Proceedings of General Meetings**

**Time and place of general meeting**

- 3.1** A general meeting must be held at the time and place the Board of Directors determines.

An annual general meeting must be held at least once in every calendar year.

**Ordinary business at a general meeting**

- 3.2** 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 auditor;
  - (d) election or appointment of officers or directors;

- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

- 3.3** Notice of a general meeting must specify the place, day, and hour of the meeting, and, in case of special business, the general nature of that business.

Provided that ninety (90) percent of the entitled voting members as of the date of the meeting did receive notice of the meeting, then 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.

**Notice of special business**

- 3.4** 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.

**Chair of general meeting**

- 3.5** The following individual is entitled to preside as 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,
    - (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 a general meeting**

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

**Quorum required**

- 3.7** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

**Quorum for general meetings**

- 3.8** The quorum for the transaction of business at a general meeting is ten (10) members present or a greater number that the members may determine at a general meeting.

### **Lack of quorum at commencement of meeting**

- 3.9** 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 next time set by the members.

### **If quorum ceases to be present**

- 3.10** 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.

### **Adjournments by chair**

- 3.11** The chair of a general meeting may, or, if so directed by 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 business left unfinished at the adjourned meeting.

### **Notice of continuation of an adjourned general meeting**

- 3.12** 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.

### **Order of business at a general meeting**

- 3.13** 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,
    - (i) 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,
    - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
    - (iii) elect or appoint officers or directors, and
    - (iv) appoint an auditor, if any;
  - (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
  - (h) terminate the meeting.

### **Methods of voting**

- 3.14** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two (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 a secret ballot.

(1) A resolution proposed at a meeting needs to be seconded, and the chair of a meeting may move or propose a resolution.

(2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

### **Announcement of result**

- 3.15** 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.

### **Proxy voting not permitted**

- 3.16** Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

- 3.17** A matter to be 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.

## **Part 4 – Directors**

### **Eligibility requirements of Directors**

- 4.1** Directors of the society must meet eligibility requirements established by the Board of Directors and the Society Act and are of 18 years of age.

### **Number of Directors on Board**

- 4.2** The affairs of the society shall be managed by a Board of Directors consisting of:
- (a) an executive consisting of a president, one or more vice-presidents, a secretary, a treasurer, and such other officers as the members may decide, elected by the members of the society at an annual general meeting; and,
  - (b) the chair of each regional chapter or an alternate delegate elected by the chapter.

### **Directors may fill casual vacancy on board**

- 4.3** 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.

Any time served as an officer appointee to fill a vacancy does not qualify as time in office representing a regional chapter.

### **Term of appointment of director filling casual vacancy**

- 4.4** 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 office created the vacancy.

## **Part 5 – Officers of the Board of Directors' Positions**

### **Election or appointment of Officers to the Board of Directors**

- 5.1** The affairs of the society shall be managed by a Board of Directors consisting of:
- (a) president;
  - (b) one or more vice-president(s);
  - (c) secretary;
  - (d) treasurer
  - (e) the chair of each regional chapter or an alternate delegate elected by the chapter.

The number of officers must be five (5) or a greater number determined from time to time at a general meeting.

### **Elections for Officer Positions to the Board of Directors**

- 5.2** Separate elections must be held for each office to be filled. An election may be by acclamation, otherwise it must be by a show of hands or, if requested by two (2) members present, by secret ballot.

#### **Role of president**

- 5.3** The president is the chair of the board and is responsible for supervising the other directors in the execution of their duties.

#### **Role of vice-president**

- 5.4** 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.



### **Role of secretary**

- 5.5** The secretary is responsible for doing, or making the 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.

### **Absence of secretary from meeting**

- 5.6** In the absence of the secretary from a meeting, the board must appoint another individual to act as secretary at the meeting.

### **Role of treasurer**

- 5.7** 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 respecting taxes;
  - (e) maintaining the registrar of members.

### **Terms of appointment of officers to the Board of Directors**

- 5.8** The term of office of the president, vice-president(s), secretary, treasurer, and other officers, if any, is two (2) years from the date of the society's Annual General Meeting at which each of those officers was elected.
- (a) A member can serve as an officer for a maximum of three (3) consecutive terms.
  - (b) From the date of the society's Annual General Meeting at which a new president is elected, the immediate past president shall remain as a member of the executive committee for a one (1) year term of office.

The directors of the society may, by special resolution, remove an officer before the expiration of their term of office, and may elect a successor to complete the term.

### **5.9 Indemnification**

Directors and officers who are found legally liable during the course of business for the society can be indemnified by the society in certain situations but are limited in the payment of indemnity by the legal limits of the Non-Profit Management and Corporate

Legal Liability Insurance Policy carried by the society.

## **Part 6 – Directors’ Meetings**

### **Calling directors’ meeting**

- 6.1** A directors’ meeting may be called by the president or by any 2 other directors.

### **Notice of directors’ meeting**

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

### **Proceedings valid despite omission to give notice**

- 6.3** 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.

### **Conduct of directors’ meetings**

- 6.4** The directors may regulate their meetings and proceedings as they think fit.
- (a) The directors may meet at the places they think fit to conduct business, adjourn, and otherwise regulate their meetings and proceedings, as they see fit.
  - (b) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
  - (c) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within thirty (30) minutes after the time appointed for holding the meeting, one of the vice-presidents must act as chair, but if none of them is present the directors present may choose one of their number to be the chair at that meeting.
  - (d) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
- 6.6** A director who may be unavailable for a period greater than fourteen (14) days must notify a member of the executive committee. This notification will serve as a waiver of notice and:
- (a) a notice of meeting of directors is not required to 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, if a quorum of the directors is present, are valid and effective.

### **Voting at directors’ meetings**

- 6.7** The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

**6.8** Questions arising at a meeting of directors must be decided by a majority of votes.

In the case of a tie vote, the chair does not have a second or casting vote.

**6.9** 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. The consent of the directors may be communicated by facsimile, electronic mail, or original signature on the resolution. Directors' consents may be given in counterpart.

**6.10** A director may participate in a meeting of directors, as the case may be, by means of conference, telephone, or other communications facilities, provided that all directors participating in the meeting so agree. A director participating in a meeting in accordance with this section shall be deemed to be present at the meeting and to have so agreed, and shall be counted in the quorum for the meeting, and be entitled to speak and vote at the meeting.

### **Part 7—Regional Chapters**

**7.1** The directors of the society may appoint a member to organize a chapter in a specified region of British Columbia.

**7.2** A minimum of ten (10) members may apply in writing to the directors to establish a chapter in a specified region of British Columbia.

Upon receipt of an application in writing, the directors may in their discretion establish a chapter.

**7.3** Every member of a chapter must be a member in good standing of the society, and must agree to uphold the constitution and comply with these bylaws in the conduct and affairs of the chapter.

**7.4** Each chapter must keep records and submit reports to the Board of Directors and to the society as required by the society or the Society Act.

**7.5** A chapter will cease being a chapter of the society:

- (a) on failure to uphold the constitution and comply with these bylaws;
- (b) on failure to keep records or submit reports to the society as required by the society or the Society Act; or
- (c) on written request by the chapter chair or alternate delegate, and delivered to the secretary of the society or mailed or delivered to the address of the society.

On dissolution of a chapter, all assets and records of the chapter must be forwarded to the address of the society.

- 7.6** A chapter formed in accordance with these bylaws must use the name “Back Country Horsemen Society of British Columbia”, plus a regional or geographic identifier, in its identification.

## **Part 8 – Regional Chapter Positions**

### **Election or appointment to Chapter positions and terms of office**

- 8.1** The members of a chapter must elect a chapter executive consisting of a chair, vice-chair, secretary, treasurer, and an alternate delegate to the Board of Directors. A member, other than the chapter chair, may hold more than one position.
- (a) The first term of office of the executive extends to the second year of the date that the chapter was formed. After that, the term of office is two (2) years from the date of the chapter’s November meeting at which the executive was elected.
- (b) A member can serve as a chapter officer for a maximum of three (3) consecutive terms.
- (c) Elections for chapter positions will be held in November of each year.
- (d) If for any reason a vacancy occurs in the officers, or any of them resign or otherwise cease to hold office, the remaining directors may appoint a member of the society to fill the vacancy until the next chapter elections.

The directors of the society may, by special resolution, remove a director before the expiration of their term of office, and may elect a successor to complete the term.

### **Regional Chapter Chair or Director at Large**

- 8.2** Regional chapter members will elect a Chapter Chair (Director at Large) and an Alternate Delegate (in the absence of the Chapter Chair) to represent their chapter on the Board of Directors.

### **Role of Chapter Chair or Director at Large**

- 8.3** The Director at Large or Chapter Chair of the regional chapter is responsible for supervising activities of the chapter that support the constitution and within the bylaws of the society, and reporting these activities to the Board of Directors.

The Chapter Chair holds delegated responsibility to manage financial transactions and society funds in a regional area.

### **Role of Alternate to the Board of Directors**

- 8.4** The role of the Alternate to the Board of Directors is responsible for acting as a Director at Large to the Board of Directors if the Chair is unable to act.

### **Role of vice-chair**

- 8.5** The role of the vice-chair of the Chapter and is responsible for carrying out the duties of the Chapter Chair if the Chapter Chair is unable to act.

### **Role of secretary**

- 8.6** The secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) issuing notices of chapter meetings;
  - (b) taking minutes of chapter meetings;
  - (c) keeping the records of the chapter and reporting to the Secretary of the Board of Directors;
  - (d) conducting the correspondence of the chapter;
  - (e) filing reports of the chapter with the Secretary of the Board of Directors.

### **Role of Treasurer**

- 8.7** The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) receiving and banking monies collected from the chapter members or other sources; and
  - (b) keeping accounting records of the chapter and reporting financial transactions to the Chapter Chair and the Treasurer of the Board of Directors.
  - (c) Maintaining the register of members of the regional chapter and report memberships to the Board of Directors.

## **Part 9 – Chapter Meetings**

- 9.1** A chapter meeting may be called by the Chapter Chair or the Director at Large elected by members from a regional area.

### **Notice of Chapter meeting**

- 9.2** At least 2 days' notice of a chapter meeting must be given unless the members of a regional chapter agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

- 9.3** The accidental omission to give notice of a chapter meeting to a member, or the non-receipt of a notice by a member, does not invalidate proceedings at the meeting.

### **Conduct of Chapter meetings**

- 9.4** The regional members may regulate their meetings and proceedings as they think fit.

### **Quorum for Chapter meetings**

- 9.5** The quorum for the transaction of business at a chapter meeting is a minimum of five (5) members.

### **Part 10 – Delegation to Committees**

- 10.1** The directors may delegate any, but not all, of their powers to committees consisting of a director or directors as they think fit. Other members of the society may serve on committees, but every committee must include at least one director. Committees and their Terms of Reference shall be outlined in the policies of the society.

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

### **Part 11 – Remuneration of Directors and Signing Authority**

#### **Remuneration of Directors**

- 11.1** These Bylaws do not permit the society to pay to 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.

The Board of Directors may approve reimbursement to a director for reasonable expenses necessarily incurred by the director in performing their duties as a director.

#### **Signing authority**

- 11.2** A contract or other record 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 any case, by one or more individuals authorized by the Board to sign the record on behalf of the society.

### **Part 12—Seal**

- 12.1** The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

- 12.2** The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary-treasurer.

### **Part 13—Borrowing**

- 13.1** 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 that power, by the issue of debentures.
- 13.2** A debenture must not be issued without the authorization of a special resolution.
- 13.3** The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

### **13.4 Investment of Funds**

The society may invest in safe, high-quality investment opportunities. The portfolio is to be established with a certain investment duration in mind and consist of low risk, short term (under 5 years) and insurable vehicles.

### **Part 14—Auditor**

- 14.1** This Part applies only if the society is required or has resolved to have an auditor.
- 14.2** The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 14.3** At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 14.4** An auditor may be removed by ordinary resolution.
- 14.5** An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 14.6** A director or employee of the society must not be its auditor.
- 14.7** The auditor may attend general meetings.

### **Part 15—Notice to Members**

- 15.1** A notice may be given to a member, either personally or by mail to the member at the member's address noted in the society's records or by technological means.

**15.2** A notice sent by mail is deemed to have been given on the third business day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

**15.3** Notice of a general meeting must be given to:  
(a) every member shown on the register of members on the day notice is given, and  
(b) the auditor, if Part 14 applies.

No other person is entitled to receive a notice of a general meeting.

### **Part 16—Bylaws**

**16.1** On being admitted to membership, each member is entitled to, and the society must make available to the member without charge, a copy of the constitution and bylaws of the society.

**16.2** These bylaws must not be altered or added to except by special resolution.

### **Part 17 – Dissolution of the society**

**17.1** On dissolution of the society and after payment of all debts and liabilities, the remaining assets of the society shall be distributed to such charitable British Columbia organization or organization as may be decided by the members aforesaid. **This provision was previously unalterable.**

**17.2** The society business shall be carried on without purpose of gain for its members and any profits or other accretions to the society shall be used for promoting its objects. **This provision was previously unalterable.**