

Bylaws of Lakeview Heights Tennis Club (the "Club")

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**" means the directors of the Club;

"**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 the Board for membership in the Club, and the person becomes a member on the Board's acceptance of the application. The Board will only accept applicants who are committed to furthering the objectives of the club.

Duties of members

2.2 Every member must uphold the constitution of the Club 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. Members will be classified as either "Regular" members or "Junior" members, with "Junior" members being 18 years of age or less.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid. Furthermore, a member who has been suspended or expelled is not a member in good standing.

Member not in good standing may not vote

2.5 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.

Termination of membership if member not in good standing

2.6 A person's membership in the Club is terminated if the person is not in good standing after April 30 of a given year.

Privileges of members

2.7 Members may have access to the clubhouse (fees for a key or key card may apply) and use of the facilities within designated days and time periods.

Members in good standing over 18 years of age may vote at general meetings.

"Regular" members in good standing may participate in club tournaments, while "Junior" members must be deemed eligible by the Board.

Conduct of members

2.8 A member whose conduct is determined to be improper, unbecoming, or likely to endanger the interests or reputation of the Club, or who wilfully commits a breach of the by-laws of the Club, may be disciplined by the Board. Membership suspension or expulsion from the Club are available measures to the Board in this disciplinary process.

A member who is expelled from the Club for cause is not entitled to any refund of membership dues paid.

Upon being expelled as a member, the member may appeal the ruling of the Board to a special or regular general membership meeting of the Club convened in accordance with these Bylaws. The person shall be given the opportunity to be heard before the resolution to confirm or overturn the expulsion is put to a vote.

Member's interest

2.9 The interest of a member, including rights and privileges, is not transferable.

Honorary life member

2.10 The membership at any General Meeting, may, on recommendation of the Board, elect any person to honorary life membership. This person shall be:

- a) a member in good standing and
- b) shall have made, in the opinion of the Board, an outstanding contribution to the Club.

A life member shall not be required to pay annual membership dues, shall be entitled to all clubhouse privileges and shall be afforded the rights and obligations of a regular member.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

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

The Club shall hold one Annual General Meeting in every calendar year and not more than 15 months after the adjournment of the previous annual meeting.

Members shall be notified of the time and place of the Annual General Meeting at least 14 days prior to the meeting date.

Ordinary business at 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 Club presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of 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.

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.

Chair of general meeting

3.4 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 general meeting

3.5 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

3.6 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

3.7 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

3.8 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 the next week, 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.

If quorum ceases to be present

3.9 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

3.10 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 adjourned general meeting

3.11 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 general meeting

3.12 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 Club 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 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

3.13 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, 2 or more voting members request a secret ballot, then the membership present will be asked to vote on whether a secret ballot will take place.

If a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.14 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 and absentee voting not permitted

3.15 Voting by proxy or absentee voting is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 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.

No resolutions may be presented regarding any new business for which prior notice was not given.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Club must have no fewer than 3 and no more than 11 directors.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Term of office

4.3 The term of office for all directors is one year.

Directors may fill casual vacancy on Board

4.4 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.

Term of appointment of director filling casual vacancy

4.5 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 – DIRECTORS’ MEETINGS

Calling directors’ meeting

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

Notice of directors’ meeting

5.2 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

5.3 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

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

Quorum of directors

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

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 Directors must be elected or appointed 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.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in Bylaw 6.1 are elected or appointed as directors at large.

The following positions are a guide for directors at large, but they are not required in any given year, nor is the Club limited by them:

- (a) social director
- (b) tournament director
- (c) communications director
- (d) membership director
- (e) past president
- (f) maintenance director
- (g) volunteer coordination director
- (h) league operations director

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties. The president will oversee the management of the affairs of the Club, and will represent the Club in dealings with external entities.

Role of vice-president

6.4 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

6.5 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 Club in accordance with the Act;
- (d) conducting the correspondence of the Board;

Absence of secretary from meeting

6.6 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

6.7 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 Club's financial transactions;
- (c) preparing the Club's financial statements and budgets;
- (d) making the Club's filings respecting taxes.
- (e) filing the annual report of the Club and making any other filings with the registrar under the Act.

PART 7 – ACCOUNTABILITY OF DIRECTORS

Remuneration of directors

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

Negotiation of contracts

7.2 The Board is responsible for the negotiation of the contracts of the Club, including, but not limited to, the lease for the tennis courts and clubhouse and a contract for services with the tennis instructor(s).

Authorization of payments

7.3 Transactions over \$1,000 shall be voted on and approved by the members at a general meeting. All transactions anticipated in the annual budget, and approved at a general meeting, will not require further approvals.

Signing authority

- 7.4** A contract or other record to be signed by the Club must be signed on behalf of the Club
- (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 Club.

Signing authority for cheques

- 7.5** The designated signatories are: The President, the Vice-President, the Secretary and the Treasurer.

All cheques should have at least two signatures from the designated signatories.

PART 8 – CONTINGENCIES

Amendments

- 8.1** The bylaws may be amended at any Annual General Meeting or Special General Meeting provided that a copy of the proposed amendments is made available to the members at least 14 days before the meeting.

A two-third majority vote of attending voting members is required to pass the amendment at the meeting.

Dissolution

- 8.2** Upon dissolution of the Club, any funds or other holdings remaining after payment of all debts and liabilities shall be distributed to such organization(s) which, in the opinion of the Board, most clearly align with the Club's objectives as stated in the Constitution.