

**BY-LAWS OF THE VELA MICROBOARD ASSOCIATION OF B.C.****PART I - INTERPRETATION**

1. In these By-laws, 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 it;
  - c) "Registered address" of a member means his/her address as recorded in the register of members;
  - d) The definitions in the Society Act on the date these By-laws become effective apply to these By-laws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person, or vice versa, and a corporation.

**PART II - MEMBERSHIP**

3. Membership in the Society shall be open to any person, group, or organization in British Columbia who supports the Purpose of the Society and pays the required fee.
4. Every member shall uphold the Constitution and comply with these By-laws.
5. The amount of the first annual membership dues, if any, and the annual membership dues thereafter, if any, are to be determined by the Directors.
6. Termination of membership may take place for the following reasons:
  - a) Written resignation submitted to the Board of Directors.
  - b) Failure to pay the annual membership fee on the due date.
  - c) Special resolution of the Board of Directors: if any member of the Society shall be charged with conduct injurious to the Society, the Board shall have the power to terminate the membership in the Society.

**PART III - MEETING OF MEMBERS**

7. General meetings of the Society shall be held at such time and place, in accordance with the Society Act as the Directors decide.
8. Every general meeting, other than the annual general meeting, is an extraordinary general meeting.
9. The Directors may, when they think fit, convene an extraordinary general meeting.

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10. a) Notice of a general meeting shall specify the place, day, and hour of meeting and, in the case of special business, the general nature of that business.
  - b) 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.
11. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the adjournment of the previous annual general meeting, and within six months after the end of the previous fiscal years.

**PART IV - PROCEEDINGS AT GENERAL MEETINGS**

12. 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:
    - 1) the adoption of rules of order;
    - 2) the consideration of the financial statements;
    - 3) the report of the Directors;
    - 4) the report of the auditor, if any;
    - 5) the election of the Directors;
    - 6) the appointment of the auditor, if required, and
    - 7) the other business, that, under these By-laws; ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issues with the notice convening the meeting.
13. a) No business, other than the election of a chairperson and the adjournment or termination of the meeting shall be conducted at a general meeting at a time when a quorum is not present.
- b) 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.
- c) A quorum is three members present or a greater number that the members may determine at a general meeting.

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14. 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.
15. Subject to By-law 16, the President of the Society, the Vice-President, or in the absence of both, one of the other Directors present, shall preside as chairperson of a general meeting.
16. 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 chairperson,
- the members present shall chooses one of their number to be chairperson.
17. a) 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.
- b) When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- c) Except as provided in this By-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 18) a) No resolution proposed at a meeting need be seconded and the chairperson of a meeting may move or propose a resolution.
- b) In the case of an equality of votes, the chairperson shall not have a casting of second vote in addition to the vote to which s/he may be entitled as a member and the proposed resolution shall not pass.
19. a) A member in good standing present at a meeting of members is entitled to one vote.
- b) Voting is by show of hands.

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- c) Voting by proxy is not permitted.
20. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.

**PART V - DIRECTORS AND OFFICERS**

21. Any two adult members in good standing shall have the right to nominate a person to the Board of Directors, with the permission of the nominee.
22. Any adult member in good standing may be nominated to the Board of Directors provided s/he does not currently have a contract of employment with the Society.
23. a) Directors and Officers will be elected by a simple majority of votes cast at the Annual General Meeting.
- b) Separate elections shall be held for each office to be filled.
- c) Only half of the positions on the Board of Directors shall be open for election at each Annual General Meeting.
- 24) a) The Directors may exercise all such powers and do all such acts and things that the Society may exercise and do, and which are not by these By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to the provisions of:
- 1) all laws affecting the Society;
  - 2) these By-laws; and,
  - 3) rules, not being inconsistent with these By-laws, which are made from time to time by the Society in general meeting.
- b) 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.
25. a) The President, Vice-President, Treasurer, Secretary, and two or more other persons shall be the Directors of the Society.
- b) The number of Directors shall be no less than six and no greater than twelve.

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- c) The majority of Board members shall be members of existing micro-boards. Majority is defined as half plus one.
26. a) The term of office of elected members of the Board shall be two years. One half of the Director positions shall be open for nomination annually.
- b) No Director shall serve longer than four consecutive terms (eight years), Directors shall be eligible for re-election or re-appointment after one year's retirement.
27. a) The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors.
- b) A Director so appointed holds office until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
28. a) If a Director resigns his/her office or otherwise ceases to hold office, the remaining Directors shall appoint a member to take the place of the former Director.
- b) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
29. The members may by special resolution remove a Director before the expiration of his term of office, and may elect a successor to complete the term of office.
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/her while engaged in the affairs of the Society.

**PART VI - PROCEEDINGS OF DIRECTORS**

31. a) The Directors may meet together at such places as they think fit to dispatch business, adjourn, and otherwise regulate their meetings and proceedings, as they see fit.
- b) The Directors may from time to time fix the quorum necessary for the transaction of business, and unless so fixed, the quorum shall be three of the Directors then in office.

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- c) The President shall be chairperson of all meetings of the Directors, but if at any meeting the President is not present after 30 minutes after the time appointed for holding the meeting, the Vice-President shall act as chairperson; but if neither is present, the Directors present may choose one of their number to be chairperson at that meeting.
  - d) A Director may at any time, and the Secretary, on the request of a Director, shall convene a meeting of the Directors.
32. a) The Directors may delegate any, but not all, of their powers to committees consisting of such Director or Directors as they see fit.
- b) Committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be 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 chairperson of its meetings; but if no chairperson is elected, or if at a meeting the chairperson 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 number to be chairperson of that 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 duly 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 by letter, telegram, cable, fax, or email, 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.

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37. If any member of the Board of Directors is absent from three consecutive meetings of Directors without legitimate cause, or from 50 percent of the meetings of Directors in any 12 month period, the office shall be considered vacant.
38.
  - a) Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.
  - b) In case of an equality of votes, the chairperson does not have a second of casting vote.
39. No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chairperson of a meeting may move or propose a resolution.
40. 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 VII - DUTIES OF OFFICERS**

41.
  - a) The President shall preside at all meetings of the Society and of the Directors.
  - b) The President is the Chief Executive Officer of the Society and shall supervise the other officers in the execution of their duties.
42. The Vice-President shall carry out the duties of the President during his/her absence.
43. 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

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44. The Treasurer shall:
- a) keep such financial records, including books of account, as are necessary to comply with the Society Act; and
  - b) render financial statements to the Directors, members, and others when required.
45. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as a Secretary at that meeting.

**PART VIII - SEAL AND SIGNING OFFICERS**

46. The Directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
47. The common seal 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 any two Directors.
48. Any two Directors from a list of several Directors elected at a general meeting may sign cheques drawn on the account(s) of the Society.

**PART IX - BORROWING**

49. 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 such manner they decide, and, in particular but without limiting the generality of the foregoing, by the issue of debentures.
50. No debenture shall be issued without the sanction of a special resolution.

**PART X - 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 the auditor.
53. At each annual general meeting the Society shall appoint an auditor to hold office until he/she is re-elected or his/her successor is elected at the next annual general meeting.

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- 54. An auditor may be removed by ordinary resolution.
- 55. An auditor shall be informed forthwith in writing of appointment or removal.
- 56. No Director or employee of the Society shall be auditor.
- 57. The auditor may attend general meetings.

**PART XI - NOTICES TO MEMBERS**

- 58. A notice may be given to a member, either personally or by mail to him/her at his/her 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 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.
- 60. a) Notice of a general meeting shall be given to:
  - 1) every member shown on the register of members on the day notice is given; and
  - 2) the auditor, if Part 10 applies.b) No other person is entitled to receive a notice of general meeting.

**PART XII - BY-LAWS**

- 61. On being admitted to membership, a member is entitled to and the Society shall give him/her, without charge, a copy of the Constitution and By-laws of the Society.
- 62. These By-laws shall not be altered or added to except by special resolution.