

**The Campaign for Real Ale Society
of British Columbia**

Bylaws

Amended October 2018

Bylaws of The Campaign for Real Ale Society of British Columbia (the “Society”)

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 Society;

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

“**registered address**” means the member’s email address as recorded in the register of members;

“**Society**” means the Campaign for Real Ale Society of British Columbia;

“**membership renewal date**” means one calendar year from the date a member pays their yearly membership dues.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Part 2 – Members

Application for Membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board’s acceptance of the application.

2.2 Members must be of legal age to consume alcohol as designated by British Columbia laws and legislation and must produce government issued, picture identification if requested to do so by the Directors of the Society.

Duties of members

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

Membership

2.4 Membership in the Society shall be comprised of the following:

- a) Family: Two individuals, each nineteen [19] years of age and older, living at the same registered address; and
- b) Individual: Individuals nineteen [19] years of age and older.

- 2.5 A member ceases to be a member of the Society in the following ways:
- a) by delivering his or her resignation in writing to the Secretary of the Society and shall be effective upon acceptance by the Board. In case of resignation, a member shall remain liable for any assessment payable to the Society;
 - b) on his or her death;
 - c) on the dissolution of the Society;
 - d) if the member does not renew their membership by paying the required yearly dues by the membership renewal date; or
 - e) on being expelled by a majority vote by the Board.
- 2.6 The Society shall have the power, by a majority vote of the Board, to expel or suspend any member whose conduct shall have been determined to be improper, unbecoming or likely to endanger the interests or reputation of the Society, or who willfully commits a breach of the constitution or bylaws of the Society.
- a) No member shall be expelled, suspended or otherwise disciplined without seven (7) days prior written notification of the complaint or charge.
 - b) The Board must give the member a reasonable opportunity to make representation to the Society respecting the proposed discipline or expulsion.
- 2.7 Any member who resigns, withdraws or is expelled from the Society shall forfeit all rights, claims and interests arising from or associated with membership in the Society.

Member not in good standing

- 2.8 A member is not in good standing if the member has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the Society, and the member is not in good standing so long as the debt remains unpaid.

Member not in good standing may not vote

- 2.9 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 purposes of consenting to a resolution

Part 3 – Fees and Dues

- 3.1 The amount of the annual membership dues are as follows:
- a) Family membership, as defined in bylaw 2.4 (a), is \$40
 - b) Individual membership, as defined in bylaw 2.4(b), is \$25
- 3.2 Any increase or changes in the membership fees specified in bylaw 3.1 must be approved at an Annual General Meeting by amending the Bylaws of the Society as allowed for under, and in compliance with, the Societies Act.
- 3.3 The initial membership fee must be paid at the time the individual applies for membership and is valid for one year from the date of payment. To remain a member of the Society, the member must renew their membership by paying the appropriate membership renewal fee on or before the membership renewal date.
- 3.4 Any entrance fees to Society events, fees for Society educational classes and costs of Society merchandise shall be determined by the Board. Proceeds from membership fees, events, educational classes and the sale of merchandise will either be donated to charities, specified by the Board, or be designated to be used by the Board, or designated Regional Committees, to help subsidize and fund Society initiatives and events.

Part 4 – General Meetings of Members

Time and place of general meeting

- 4.1 The Annual General Meeting of the Society shall be held in the month of March each year and at a place, time and location specified by the Board
- a) The announcement for the Annual General Meeting must be sent to all members in good standing no less than one [1] month prior to the meeting and shall be sent to the member's registered address.
 - b) The meeting notice shall specify the date, time and location of the meeting and include any special resolutions that will be discussed and voted on at the Annual General Meeting.

Time and place of special general meeting

- 4.2 A Special General Meeting of the Society shall be held, at the call of the Secretary at any time, on receiving direction from the Board, or a requisition signed by not less than twenty-five (25) members in good standing of the Society.
- a) Seven (7) days notice of such a meeting shall be given to each member and sent to their registered address.

- b) Notice of a meeting will also be deemed to have been sent if posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all members of the Society.
- c) The meeting notice shall specify the date, time and location of the meeting and shall state the object of the meeting,
- d) The meeting shall deal only with the matter for which it was called.

Chair of general or special general meeting

4.3 Subject to bylaw 4.4, the president of the society, the vice president or, in the absence or inability of both of them to preside as chair, one of the other directors present must preside as chair of an Annual or Special General Meeting.

Alternate chair of annual general or special general meeting

4.4 If at an Annual or Special 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 the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.

Adjournment of meetings

4.5 A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.6 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 adjourned meeting must be given.

Quorum for general meetings

4.7 A quorum for the transaction of business at any Annual or Special General Meeting shall consist of not less than five (5) members in good standing present and in person.

Quorum required

- 4.8 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.
- a) if a general meeting is adjourned until a later date because a quorum is not present, and if, at the continuation of the adjourned meeting, a quorum is again not present, the voting members present constitute a quorum for the purposes of that meeting.
- 4.9 Only members present and in person will be eligible to participate in the business of the meeting.
- 4.10 The Board shall meet at the call of the President or any two (2) members of the Board.
- 4.11 Regular meetings of the Board shall be held a minimum of four [4] times a year. A quorum for meetings of the Board shall be 50% of the Board, plus one [1]. The meetings may be conducted via video link, audio link or with the Board members present and in person.
- 4.12 A resolution in writing signed by all members of the Board shall be valid and effectual as if it had been passed at a meeting of the Board, duly called and constituted.
- 4.13 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members does not invalidate proceedings at that meeting.

Order of business at meetings

- 4.14 The order of business at meetings shall be as follows:
- a) At Board Meetings:
- i. Minutes of preceding meeting
 - ii. Unfinished business
 - iii. Correspondence
 - iv. Reports
 - v. New business
 - vi. Notice of Motions
 - vii. Adjournment
- b) At Special General Meetings
- i. Reading of the notice constituting such meeting
 - ii. Matters arising out of such notices

- iii. Adjournment
- c) At Annual General Meetings
 - i. Minutes of the previous Annual General Meeting
 - ii. Business arising out of the minutes
 - iii. Reports of the Officers
 - iv. Reports of the Committees
 - v. Approval of the Annual Financial Statements
 - vi. Amendments of the Constitution and Bylaws
 - vii. Miscellaneous business
 - viii. Election of Officers and Directors if required (every two [2] years)
 - ix. New business
 - x. Adjournment

4.16 Roberts Rules of Parliamentary Procedure shall be the reference as necessary for conduct of business.

Part 5 – Voting

- 5.1 A member in good standing who is present and in person at a Special or Annual General Meeting is entitled to one vote in all matters of business requiring a vote.
 - a) Voting by show of hands in all matters of business requiring a vote at a Special or Annual General Meeting.
- 5.2 In votes pertaining to elections of Directors, all members in good standing are entitled to one vote.
 - a) Voting in elections of Directors may be conducted by mail, e-mail, or any otherwise appointed digital voting system during predetermined election periods, outside of the Annual General Meetings, or may be conducted by a show of hands at the Annual General Meeting.
 - b) The method of elections for Directors and election period, if applicable, will be determined by the Board.

Proxy voting not permitted

5.3 Voting by proxy is not permitted.

Part 6 – Directors

Number of directors on Board

6.1 The Society must have no fewer than 3 and no more than 11 directors.

Directors of society

6.2 The president, vice president, secretary, treasurer and any directors at large are the directors of the society.

Election or appointment of directors

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

Directors may fill casual vacancy on Board

6.4 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.

6.5 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 7 – Board Positions

Election or appointment to Board positions

7.1 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

7.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

7.3 The duties of the directors at large will be determined by the elected directors of the Society and the duties include:

- a) overseeing regional committees and appointing regional committee members;
- b) managing regional bank accounts on behalf of the society, keeping the necessary financial records, as directed by the elected treasurer of the society, and reporting directly to the elected treasurer of the society;
- c) any other duties deemed necessary by the president of the society; and
- d) all directors at large must report to the president or the elected director designated by the president

Term of office

7.4 The president, vice president, secretary and treasurer will be elected as per Bylaw 5.2 (a) and (b) and terms will be two (2) years beginning with the election in 2019.

7.5 The directors at large may be appointed by the elected president of the society at the Annual General Meeting, or any other time deemed necessary by the president, and their terms will run until the next Annual General Meeting held after their appointment.

Voting

7.6 All directors of the society, elected or appointed, will have one (1) vote each in matters being decided by the directors of the society

Other

7.7 No remuneration or financial benefits shall be paid to members of the society as a result of their services as a society director.

7.8 No director shall acquire financial gain, directly or indirectly, as a result of their position of being a director of the society and must declare any potential conflicts of interest to the board of directors at the time of their election or appointment.

Part 8 – Duties of Directors

Role of president

8.1 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties and presides at all meetings of the society and of the directors.

Role of vice-president

8.2 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

8.3 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; and
- e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

8.4 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

8.5 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; and
- d) making the Society's filings respecting taxes, if any.

Part 9 – Remuneration of Directors

Remuneration of directors

- 9.1 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.
- 9.2 A director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.

Part 10 – Borrowing

- 10.1 No director, elected or appointed, or member of the society may borrow money for the purposes of the society without the approval of the membership via a special resolution.