

**This document outlines the proposed changes to the Exceleration bylaws, to be voted on at AGM Nov 17, 2017**

**There are two kinds of changes proposed below, and they will be voted on separately at the AGM.**

**Those outlined in BLUE are the changes required to bring our bylaws in line with changes to the Societies act.**

**Those outlined in PURPLE are a simplification to the reporting and communication process between coaches and the board. Under the proposed changes, instead of extra board positions and committees being required by our bylaws, the reporting structure is embedded in coach job descriptions and a coach representative attends board meetings. In effect, the proposed changes describe the way the club has been operating for the last three years.**

## **Exceleration Multisport & Triathlon Society**

### **CONSTITUTION**

- 1. The name of the Society is Exceleration Multisport & Triathlon Society.**
- 2. The purposes of the Society are:**
  - (i) To support the development and operation of a community based multisport and triathlon club in greater Vancouver.**
  - (ii) To promote involvement in sports as part of a healthy active lifestyle for members and their families.**
  - (iii) To provide members with physical literacy skills for life through a variety of fitness and sport activities.**
  - (iv) To nurture a balanced lifestyle of fitness friends and education and include personal and social responsibility as cornerstones of the clubs philosophy in a holistic approach to sports and physical activity.**
  - (v) To create an inclusive club that respects the diversity of our members.**
  - (vi) To encourage the volunteer involvement of parents, friends and neighbors in the operations of the society.**

To partner with other agencies and societies in greater Vancouver in the promotion of multisport and triathlon opportunities, while carrying out the philosophy and goals as set by the membership, coaches and staff.
  - (vii) To financially support the programs of the society through fundraising.**

## BYLAWS

### Part 1 — Membership

*New Societies Act:*

*The constitution may only contain the name and purposes of the society. Points 3 and 4 from the constitution have been moved to the very end of the bylaws (as suggested by the new Societies Act)*

- 1) There shall be the following categories of membership:
  - a) Direct
  - b) Associate
  - c) Honorary
- 2) Definition of membership categories
  - a) Direct:
    - i) Any parent or legal guardian whose child is enrolled in **Excelleration Multisport & Triathlon Society (the society)** becomes a member upon registration and acceptance within the club.
    - ii) Any adult who enrolls in **the society** becomes a member upon registration and acceptance.
    - iii) Such members may hold office and have the right to vote.
    - iv) One vote will be allowed per member at general meetings, with a maximum of two votes per family
    - v) No proxies will be allowed at general meetings.
  - b) Associate:
    - i) Must be an adult recommended and accepted by the Board who is not already a direct member.
    - ii) There is no limit to associate members.
    - iii) All coaches, who are not already direct members, will be recommended and accepted as associate members by the Board.
    - iv) An associate member can sit as a Director, but not as an Officer.
    - v) Associate members are entitled to one vote at General meetings.
    - vi) No proxies will be allowed at general meetings.
  - c) Honorary:
    - i) Must be an adult recommended and accepted by the Board.
    - ii) An honorary member cannot sit as a Director or an Officer and is not entitled to vote at general meetings.
    - iii) Maximum term is 5 years subsequent to a recommendation accepted by the Board.
- 3) An up-to-date registry of all memberships shall be kept by the Society, and shall show the category of membership.

- 4) Every member, in order to remain in good standing in the Society, must uphold the constitution, comply with these bylaws, abide by the Triathlon BC Code of Conduct and maintain their annual membership with Triathlon BC.
- 5) A person ceases to be a member of the Society
  - a) When the child of a member has no longer been registered in the society for 60 days; this member may become an Associate member upon approval of the Board,
  - b) The term of an associate membership expires at the end of the annual general meeting,
  - c) When an associate or honorary member tenders his or her resignation in writing to the Board of Directors,
  - d) When the term of membership for an associate or honorary member expires or
  - e) When expelled from the Society.
    - i) Any member – direct, associate or honorary – may be expelled by a special resolution of the members passed at a general meeting, provided all members have been notified of such action 30 days before the general meeting and it is deemed that the person is not acting in the best interests of the Society.
    - ii) A brief statement of the reasons for the proposed expulsion must accompany the notice of special resolution for expulsion.
    - iii) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
    - iv) At such a meeting, all voting shall be done by secret ballot, and only direct members may vote, with a simple majority of those attending needed.
  - f) Any member who resigns, withdraws or is expelled from the Society, shall immediately forfeit all rights, claims and interest arising from or associated with his/her membership in the Society

## **Part 2 — General Meetings of Members**

- 6) Annual General Meetings of the Society must be held once per calendar year and not more than 15 months after the hold of the last preceding Annual General Meeting.
  - a) The annual general meeting will be held at the time and place, in accordance with the Society Act, that the Directors decide.
- 7) Every general meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.

- 8) The Directors may, when they think fit, convene an Extraordinary General Meeting.
- a) Notice of any general meeting must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.
  - b) Fourteen (14) days notice of the place, day and hour of the meeting will be sent by email to every member who has provided the society with an email address. This notice will also be published on the society's website starting 21 days before the meeting.

*The new Societies act allows a large society (more than 250 members) to send out notices electronically - it must be by email to all who have provided email addresses AND by website. This language is exactly what's in the Act.*

- 9) The members may call for an Extraordinary General Meeting, which must be convened by the Board of Directors, by submitting a request for such meeting in writing to the Board signed by 10% of the direct members. Such request must specify the nature of the business to be conducted at the Extraordinary General Meeting.

### **Part 3 — Proceedings at General Meetings of the Members**

- 10) Special business is
- a) All business at an Extraordinary General Meeting except the adoption of rules of order, and
  - b) All business conducted at an Annual General Meeting, except the following:
    - 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;
    - vii) the other business that, under these bylaws, ought to be conducted at an Annual General Meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.
- 11) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

- i) A quorum for the transaction of business at any general meeting shall be 10% of direct and associate members or a minimum of 25 members in good standing.
- ii) Participation in general meetings by telephone or other electronic means is not permitted.

*The new Societies Act permits electronic participation unless the bylaws forbid it. We don't feel that we have the infrastructure to support this properly at this time, so the board proposes item 11- ii to forbid electronic participation. The board is prepared to review this policy if the situation changes in future.*

- 12) If within 30 minutes from the time appointed for a general meeting a quorum is not present, it must stand adjourned.
- 13) The Chair of the Society, the Vice-President or, in the absence of both, one of the other Directors present, must preside as chair of a general meeting.
- 14) A direct or associate member in good standing, present at a meeting of members is entitled to one vote,
  - a) Voting is by show of hands, unless any direct or associate member from the floor requests a secret ballot or, if deemed necessary by the Chair.
  - b) Voting by proxy is not permitted.
- 15) Robert's Rules of Order will be used to govern the procedure at all meetings.

#### **Part 4 — Directors and Officers**

- 15) A Board of Directors, according to the constitution and by-laws of the Society, shall manage the affairs of the Society.
- 16) No rule, duly passed by the society in General Meeting, invalidates a prior act of the Board of Directors that would have been valid if that rule had not been made.
- 17) At the Annual General Meeting, the direct and associate members of the Society shall elect the Directors. There will be no fewer than four table Officers, made up of the following:
  - (1) President and Chair

- (2) Vice-President
- (3) Secretary
- (4) Treasurer
- b) There will be four other elected Directors
  - (1) Director of Events
  - (2) Director of Volunteers
  - (3) Director Kids of Steel
  - (4) Director Adventure Tri
- c) Appointment as the President & Chair, Treasurer and Director of Volunteers shall be made by election in even numbered years.
- d) Appointment of the Vice-President, Secretary, and Director of Events shall be in odd numbered years.
- e) Appointment of Directors, Kids of Steel and Adventure Tri shall be made by election annually.
- f) An associate member must be re-nominated and accepted by the Board at its first meeting following the AGM, to continue on the Board as a Director as their term as an Associate member ended at the conclusion of the AGM as per clause 5)b) above.

*The board proposes removing what used to be item 17 g) here:  
 Two additional Directors shall be appointed automatically at each Annual General Meeting:  
 The director of coaching shall chair the Coaching Committee  
 The Director of Development shall chair the Programs and Operations Committee  
 This is not related to the new Societies Act. However, these additional positions have not been used for years. See also item 30 and 46*

- 18) No person shall hold a table Officer position on the Board of Directors unless s/he is a direct member in good standing with the Society.
- 19) Only one member of a family shall hold a voting Board position at any given time.
- 20) A Director shall cease to be a member of the Board at the time s/he ceases to be a direct or associate member of the Society.
- 21) An election may be by acclamation; otherwise it must be by ballot.

- 22) If any member of the Board of Directors shall, without reasonable cause, excuse him/herself absent from 4 consecutive meetings, the Directors shall declare his/her office vacant.
- 23) A Director may be removed from the Board by special resolution of the direct and associate members approved at an Extraordinary General Meeting called for such purpose.
- 24) The Board of Directors has the responsibility to appoint a direct or associate member to fill a vacancy until a replacement can be elected at the next annual general meeting.
- 25) The members of the Board of Directors may serve as a table Officer for up to eight years, and may hold the same table Officer position for a period of up to four years.
- 26) A Director must not be remunerated for being or acting as a Director.
- 27) A Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

#### **Part 5 — Proceedings of Directors' Meetings**

- 28) The Directors will normally meet at a minimum of quarterly at the places they think fit to conduct business.
  - i) The quorum necessary to conduct business will be five Directors.
- 29) Each Director shall have one vote at Board meetings.
- 30) **The Club Co-ordinator or a representative of the coaches must be invited to attend board meetings.**

*The structure outlined by the existing bylaws, which required a director of coaching and director of development as board members (and associated committees), has been replaced by this much simpler means of communicating between the board and the coaches. The reporting structure among coaches is built into their job descriptions. What is described in the proposed item 30) is exactly what we've been doing for the last three years.*

- 31) Questions arising at a meeting of the Directors and at a committee meeting of Directors shall be decided by a majority of votes.
- 32) A tied vote is deemed to be a defeated motion. The chair does not have a second or tie breaking vote.
- 33) 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.
- 34) The Board of Directors shall have the power to invite non-members of the Society to attend Board meetings in an advisory capacity without the power to vote.
- 35) Aside from in-camera sessions, all Board meetings shall be open to all members of the Society.
  - i) Non Board members are entitled to speak to any issue on the agenda, at the pleasure of the Chair, but they are not entitled to a vote.
- 36) The Board will normally carry out in-camera sessions only when necessary to discuss issues that are confidential in nature, such as contract and employment issues.
- 37) The Secretary shall ensure that minutes of all Board and Society meetings are recorded, and such minutes will be open to inspection at any and all meetings of the Society, along with a financial statement, within 10 business days of receiving the request.
  - i) Any member of the Society, upon request, is entitled to a copy of the minutes from any Board meeting.

#### **Part 6 — Duties of Directors and table Officers**

- 38) The Board of Directors
  - a) Shall have primary responsibility for governance issues of the Society
  - b) Shall appoint such standing committees as they see fit
  - c) Shall appoint ad hoc committees when need arises and disband them when their final report has been presented
  - d) Shall use such community resources as may benefit the operation of the club and benefit the well-being of all the children in the club
  - e) Shall support staff in obtaining, managing and disbursing such resources as required for efficient operation
  - f) Shall ensure that the Operating Policy and Programs Manual is current and is reviewed at least every five years
  - g) Shall assign duties to Directors or staff as they see fit
- 39) The President and Chair

- i) Is the chief administrator of the Society and must supervise the other Directors and table Officers in the execution of their duties.
  - ii) Has the power to make emergency decisions, in consultation with at least one other Officer, with such action subject to ratification by the Board of Directors.
  - iii) Shall preside at all meetings of the Society, and of the Directors.
  - iv) Shall be a representative of the Society in the community, or may appoint another Director or staff to fulfill that role
  - v) Is an ex-officio member of all committees
  - vi) Is normally a signing officer
- 40) The Vice-President
- i) Shall generally assist the Chair, and in the event of the absence, disability or failure of the Chair, shall perform the duties and possess the authority of the Chair
  - ii) Is normally a signing officer
- 41) The Secretary
- i) Shall ensure records of the affairs and correspondence of the Society are kept, specifically the minutes of the Society and Directors, with these records being maintained at the normal place of business
  - ii) Shall ensure that an up-to-date register of Society membership is maintained, by order of membership category
  - iii) Is normally a signing officer
- 42) The Treasurer
- i) Shall chair the finance committee
  - ii) Shall ensure that financial records are kept, including books of account, necessary to comply with the Society Act
  - iii) Shall ensure that financial statements are rendered to the Directors, members and others when required
  - iv) Is normally a signing officer
- 43) The Director of Events
- i) Shall coordinate events in which the club participates
  - ii) Shall coordinate grant applications, when applicable
- 44) The Director of Volunteers
- Shall coordinate volunteers and volunteer activities.  
Shall liaise with staff when applicable
- 45) The Director, Kids of Steel
- Shall be the parent of a child enrolled in the KOS program  
Shall represent KOS members on the Board of Directors.

- 46) The Director, Adventure Tri  
Shall be the parent of a child enrolled in the AT program  
Shall represent AT members on the Board of Directors.

*The board proposes that two committees that defined in the existing bylaws be removed.*

*This doesn't prevent us from creating committees but it means we aren't obligated to have them. We haven't ever used these committees, and the reporting structures among coaches and between coaches and board have been built into the coaching job descriptions.*

*This is what we are proposing to remove:*

- 1) Coaching Committee
  - a) Shall work to maintain a high quality of coaching for all programs operated by the Society.
  - b) Shall be comprised of head coaches of the pools and programs in which the Club operates.
  
- 2) Programs and Operations Committee
  - a) Shall ensure that the programs are consistent with the purposes of the Society as defined in the Constitution.
  - b) Shall from time to time propose new programs for approval by the Board of Directors
  - c) Shall be comprised of a minimum three Board members including the Chair of the Program & Operations Committee, the Head Coach and an Officer appointed by the Board, and others who shall be appointed by the Board.
  - d) Shall submit an annual program and operating plan to the Board at least 30 days prior to the beginning of the new fiscal year.
  - e) The Chair of the Program and Operations Committee shall be a head coach of a program or pool.

## **Part 7 — Borrowing**

- 47) 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.

- 48) A debenture must not be issued without the authorization of a special resolution and must be in accordance with the provisions of the bylaws of the Society.

## Part 8 — Bylaws

- 49) On being admitted to membership, each member is entitled to, and the Society must give the member without charge, a copy of the constitution and bylaws of the Society.
- 50) These bylaws must not be altered or added to except by special resolution at a special or annual general meeting of the Society, with three quarters of the members present at the meeting voting in favour, and provided that the amendment has been submitted in writing at least one month prior to the meeting of the Society.

## Part 9 - Provisions from the society's pre-transition Constitution

- 51) The operations of the society are to be chiefly carried out in and about Vancouver, in the province of British Columbia. This provision is alterable.
- 52) The members of the Society shall not have any interest in the property, funds or assets of the Society upon the Society ceasing to exist and upon dissolution of the Society and after payments of all debts and liabilities, the remaining funds, assets and property of the Society shall be distributed or disposed of to a charitable organization whose objects most nearly accord with those of the Society. This provision was previously unalterable.

### *New Societies Act:*

*The constitution may only contain the name and purposes of the society. Points 3 and 4 from the constitution have been moved to become these items 51 and 52 (as suggested by the new Societies Act)*