

BYLAWS OF THE TOP ISLAND ECONAUTS
(the "Society")

1. DEFINITIONS AND INTERPRETATION

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.

"In person" means as well as being physically present at a meeting, members may participate in a meeting by means of a telephone or video conference or by any means of communication by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence at the meeting.

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

1.3. In these by-laws unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

2. MEMBERSHIP

2.1. The members of the Society are the subscribers of the Constitution and Bylaws, and include every other person who applies for and is granted membership by the Society.

2.2. There are four (4) types of individual membership. [Change if get rid of Associate Membership]. They are:

(a) DIVING MEMBERSHIP -Diving Members must possess a valid, current certification from a training agency deemed acceptable by the executive. A diving member in good standing shall have full voting privileges.

(b) NON-DIVING MEMBERSHIP - A Non-Diving Member is one who expresses a genuine interest in the underwater world and the sport of scuba diving. A non-diving member does not have full voting privileges.

(c) HONOURARY MEMBERSHIP - Persons can be granted an honorary membership by a majority vote at a duly constituted meeting of the members of the Society. Honorary members will not be required to pay dues. Honorary memberships will be for life except as otherwise stated by the members of the Society. A Honorary member in good standing shall have full voting privileges.

(d) ASSOCIATE MEMBERSHIP - Divers who have registered for the annual inter-BC dive club event, the "May Long Weekend Dive Extravaganza", will be granted "Associate Membership". Associate members are non-voting.

Adopted: Date of vote.

- 2.3. A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's unanimous acceptance of the application and when he has undertaken to subscribe to one (1) year's annual dues.
- 2.4. The members of the Society shall have the right to reject any application for membership, for any reason it deems sufficient.
- 2.5. The suspension or expulsion of a member of the Society will be accomplished by the following procedure:
 - (a) Any three (3) members in good standing of the Society may at any General Meeting of the Society bring charges of misconduct against any member of the Society. These charges must be presented in writing and shall have the signatures of all three (3) members on the charge document. A copy must be given to the accused member.
 - (b) On receipt of the charges a committee from the membership of the Society shall be elected at the earliest opportunity. This Charge Committee shall consist of three (3) members of the Society who are not directly involved in the charges.
 - (c) The Charge Committee shall elect a chairman from their numbers and investigate all charges as stated on the charge document. A decision on the charges must be rendered within seven (7) days of charge initiation and will be determined by a majority vote by the Charge Committee.
 - (d) The Charge Committee will report a summary of their investigation and judgement to the next General Meeting.
- 2.6. Any member may withdraw from the Society by delivering a verbal resignation to the Secretary of the Society.
- 2.7. Membership in the Society will cease and ceases to be in good standing, in the following cases, namely:
 - (a) Where the member dies or becomes of unsound mind;
 - (b) Where the member resigns from membership;
 - (c) Where the member fails for a period of sixty (60) days after due date to make payment of any sum which he is under obligation to pay to the Society, whether for subscription, dues, fees or otherwise;
 - (d) Where, as in accordance with Bylaw 2.5, he is removed from membership.
- 2.8. Upon cessation of membership in the Society, all right, claim and interest of the member arising from or associated with membership in the Society shall forthwith be forfeited, provided however that the Society shall remain liable to satisfy all legal obligations owing to the member and arising prior to cessation of membership.

Adopted: Date of vote.

3. DUES

- 3.1. Dues or fees payable by members shall be such as shall from time to time be fixed by a two thirds majority of the total membership present at any Annual Meeting, or at any General Meeting provided the membership is notified at least two weeks prior to the General Meeting that there is a need for the dues structure to be revised.
- 3.2. Dues are payable on the second day of January of each year. If the dues are not paid within sixty (60) days of this day the members in default shall thereupon cease to be members of the Society, but any such member may, on payment of all unpaid dues, be reinstated by vote of the Executive.

4. MEETINGS

- 4.1. (a) One General Meeting will be held each calendar month, except for the months of July and August which will be subject to the discretion of the members of the Society.

(b) During the month of November an Annual General Meeting will be held to review the past year's activities. A general election will take place for the Executive Board consisting of:
 1. President
 2. Vice President
 3. Secretary
 4. Treasurer
 5. Two-year Director
 6. Two-year Director
 7. Dive Coordinator
- 4.2. Nominations will be accepted only 90 days prior to the Annual General Meeting. Voting will be done by secret ballot.
- 4.3. Notice of all General Meetings of the Society shall be given to all members of the Society no later than fourteen (14) days prior to the date upon which the meeting is to be held, provided that any General Meeting of the Society may be held at any time and place without such notice if all the members of the Society are present thereat or represented by proxy duly appointed. Members may, by unanimous consent, in writing, waive notice of General Meetings.
- 4.4. Whenever under the provisions of these Bylaws of the Society notice is required to be given, such notice may be given either personally or by electronic mail to the most recent email address provided by the member to the Secretary or President.
- 4.5. A proxy for a General Meeting of the Society shall be in writing signed by the member and by the appointed proxy and shall be deposited with the Secretary of the meeting before the meeting is called to order. No proxy shall be valid or considered unless so signed and filed. A duly appointed proxy shall have all rights for the meeting in respect of which such proxy is filed as would be held by the member for whom such proxy is given were he in attendance at the meeting in question.

Adopted: Date of vote.

- 4.6. A quorum for the transaction of business at any General Meeting of the Society shall consist of not less than six (6) members present in person.
- 4.7. If procedural problems should arise, Robert's Rules of Order will be used to resolve the situation, unless they are in conflict with the guidelines in these Bylaws.
- 4.8. Voting at any General Meeting of the Society may be in person or by duly appointed proxy as hereinbefore provided. Every member present (excluding the Chairman) in person or represented by duly appointed proxy shall have one (1) vote in respect of each motion put to the meeting, provided, that in the case of a tie or equality of votes the Chairman of the meeting shall have a casting vote, being the only vote the chairman shall cast. Voting shall in every case be by show of hands in the first instance but any member present may demand a poll be taken on any question before the meeting passes to the next order of business. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct, and the result of such poll shall be deemed to be the decision of the Society in general meeting upon the matter in question.
- 4.9. No special business unless due notice thereof has been given shall be conducted at any General Meeting. Special business shall be defined in the policy manual.

5. FUNDS

- 5.1. The Treasurer shall receive all monies on behalf of the Society, and he shall deposit these monies in the Society's bank account.
- 5.2. All cheques drawn thereon shall be signed by the Treasurer and either the Secretary, President, or Vice-President.

6. EXECUTIVE BOARD

- 6.1. The officers of the Society shall be a President, Vice-President, Secretary, Treasurer, Dive Coordinator, and four Directors, provided however, that the membership may prescribe at any time, and from time to time, that the positions of Secretary and Treasurer be held by a single person where it is deemed advantageous so to do.
- 6.2. The duties of all officers of the Society shall be such as the terms of their engagement call for or the Executive Board requires of them and, without limiting the generality of the foregoing, the duties following:

(a) President

He shall, when present, preside at all meetings of the Society and of the Executive Board. The President shall be charged with general management and supervision of the affairs and operations of the Society. The President with the Secretary or other officer appointed by the Executive Board shall sign all resolutions and membership certificates. During the absence or inability of the President to act, his duties and powers may be exercised by the Vice-President or other Director appointed by the president. If the Vice-President or other Director so appointed exercises any such duty or power, the absence or inability of the President to act shall be presumed with reference thereto.

Adopted: Date of vote.

(b) Vice-President

He shall assume the duties of the President in the absence of the latter, or in the event of the inability of the latter to act.

(c) Treasurer

The Treasurer shall receive, deposit and make disbursements of all monies of the Society, provided that no disbursements shall be made except upon the authorization of a resolution of the Executive Board.

(d) Secretary

The Secretary shall be ex officio clerk of the Executive Board. He shall attend all meetings of the Society and of the Executive Board, and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give notices of all meetings as required, and shall have charge of all records of the Society. He shall sign with other signing officer or officers of the Society such instruments as require his signature and shall perform such other duties as the terms of his engagement call for or the Executive Board may from time to time require of him.

(e) Dive Coordinator

The Dive Coordinator shall arrange for all club dives, talk to boat charter operators on behalf of the Society, arrange for divers to take part in dives, prepare dive times and any other functions regarding regular club dives.

(f) Directors of the Society

The Directors of the Society shall consist of four (4) members in good standing elected by the membership at the Annual General Meeting of the Society. At the first Annual General Meeting of the Society held after incorporation of the Society there shall be elected four (4) Directors, two (2) of whom shall hold office for one (1) year, two (2) of whom shall hold office for two (2) years, according to such method of selection as the meeting shall decide. Thereafter there shall be two (2) Directors elected annually at each Annual General Meeting of the Society to fill the vacancy created by the retirement of two (2) Directors annually. The Directors shall represent and protect the interests of the membership.

- 6.3. If any member of the Executive Board shall resign his office or without reasonable excuse absent himself from three or more Executive meetings, or be suspended or expelled from the Society, the Executive Board shall declare his office vacated and may appoint a successor in his place to hold office until a duly constituted vote can be held.
- 6.4. Subject to the Society Act, every Executive Board member of the Society shall be deemed to have assumed office on the express understanding and agreement and condition that every Executive Board member of the Society and his heirs, executors, and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which such Executive Board member sustains or incurs in or about any action, suit or proceedings which is brought commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any other Executive Board member or members in or about the execution of the duties of his or their office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, SAVE AND EXCEPT such costs, charges or expenses as are occasioned by his own willful neglect or default.

Adopted: Date of vote.

- 6.5. The members of the Executive Board shall receive no remuneration for acting as such, provided however, that the membership may, by general resolution, at any time provide for a remuneration to be paid to the Executive Board members in consideration of their services to the Society.
- 6.6. The expulsion of Executive Board members of the Society will be accomplished by the following procedure:
- (a) Any three (3) members in good standing of the Society may at any General Meeting of the Society bring charges of misconduct or mismanagement against any Executive Board member of the Society. These charges must be presented in writing and shall have the signatures of all three (3) members on the charge document.
 - (b) On receipt of the charges a committee from the general membership of the Society shall be elected at the earliest opportunity. This committee shall consist of three (3) members of the Society who are not directly involved in the charges.
 - (c) The Charge Committee shall elect a Chairman from their numbers and investigate all charges as stated on the charge document. A decision on the charges must be rendered within seven (7) days of charge initiation.
 - (d) Any Executive Board member of the Society who has been found guilty by the general membership Charge Committee will be allowed one appeal. This appeal must be requested within twenty-four (24) hours of a decision of the Charge Committee.
 - (e) An Appeal Committee will consist of three (3) elected members of the Society not directly involved in the trial proceedings. They will elect a member to act as Chairman of the Appeal Committee.
 - (f) An appeal will be acted upon as soon as possible and a final decision by the Appeal Committee will be rendered within seven (7) days of receipt of appeal request.
 - (g) Any Executive Board member of the Society who is found guilty by a final decision of the Committee will be removed from office forthwith.

7. EXECUTIVE MEETINGS

- 7.1. The Executive meetings shall be held at the discretion of the Executive Board. A quorum shall be 50% + 1 of the elected Executive Board members, in person.

8. FINANCIAL AND AUDIT

- 8.1. The Treasurer shall maintain such banking accounts in such Chartered Banks or other Financial Institutions as the Executive Board members shall from time to time prescribe, and shall deposit all sums received for the Society in such accounts as shall be requisite.
- 8.2. A financial audit will be carried out by the Treasurer, Past Treasurer, President, Past President and two non-executive members of the Society for presentation at the December meeting.

Adopted: Date of vote.

8.3. The Executive Board may from time to time appoint an auditor or auditors to hold office for such period and to receive such remuneration as the Executive Board may determine.

8.4. The Treasurer shall prepare and present a financial report for presentation at every Annual General Meeting of the Society. The books of account shall at all times be open to inspection by the members of the Society. The Executive Board shall, from time to time, fix the fiscal period of the Society.

9. CONSTITUTION & BYLAW AMENDMENTS

9.1. The Bylaws of the Society will not be altered, varied or added to except by a special resolution of the Society. A two-thirds (2/3) majority is needed to pass such a motion. The Constitution & Bylaws shall be reviewed annually in January by the members.

10. BORROWING

10.1. The Society may exercise borrowing powers, in accordance with the Society Act.

11. DISSOLUTION

11.1. In the event that the Society should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a recognized charitable organization in the province or elsewhere in Canada as directed by the members. **This provision is unalterable.**