

Bylaws of British Columbia Llama and Alpaca Association

PART 1 – INTERPRETATION

1. In these Bylaws, 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 address as recorded in the register of members.
2. The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
3. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and corporation.

PART 2 – MEMBERSHIP

1. The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
2. Membership
 - a. A person will become a member of the society upon payment of annual membership dues.
 - b. It is the expectation that all members treat each other and the Association with respect.
3. There will be three (3) classes of membership:
 - a. Regular membership
 - b. Junior membership (up to 18 years of age)
 - c. Honorary membership
4. Entitlement to vote: One vote only, for each member in good standing.
 - a. Regular membership, one member, will be entitled to one (1) vote.
 - b. Junior and Honorary membership is not entitled to vote.
 - c. All members entitled to cast a vote shall be recorded on the membership register at the time of payment of annual membership dues.
5. The annual membership dues shall be determined at the annual general meeting of the society.
 - a. There will be no pro-rating of annual membership dues.
 - b. Annual membership dues for Junior membership will be half (1/2) of the Regular membership.

- c. There will be no dues for Honorary membership.
6. Every member shall uphold the constitution and comply with these bylaws.
7. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid.
8. A person shall cease to be a member of the society on having been a member not in good standing for three (3) consecutive months.

PART 3 – MEETINGS OF MEMBERS

1. General meetings of the society shall be held at the time and place, in accordance with the Society Act, that the directors decide.
2. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
3. The directors may, when they think fit, convene an extraordinary general meeting.
 - a. Notice of a general meeting shall specify the place, day and hour of meeting, and in 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 proceeding at that meeting.

PART 4 – ANNUAL GENERAL MEETING

1. The annual general meeting will be held during the month of September.
2. The agenda for the annual general meeting will be as follows:
 - a. Call to order
 - b. Acceptance of the minutes of the previous general meeting.
 - c. Reading of correspondence
 - d. Financial Report
 - e. Annual report of standing committees
 - f. Business arising from the minutes
 - g. New Business
 - h. Appointment of the audit committee
 - i. Adjournment.
3. The incoming directors will assume office following the adjournment of the annual general meeting.

PART 5 – PROCEEDINGS AT GENERAL MEETINGS

1. Any business may be conducted at an extraordinary general meeting except:
 - a. The annual report of directors
 - b. The election of directors

- c. The appointment of the auditor if required
 - d. The other business that, under these bylaws ought to be transacted at an annual general meeting.
2. No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
3. 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.
4. A quorum for an meeting of members shall be at least one fifth (1/5) of the number of voting members in good standing in the register of the society, but never less than three (3) members.
5. Subject to bylaw 6 of this part, the president of the society, the vice president or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.
6. 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 the other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.
7. 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.
8. It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
9. A member in good standing present at a meeting of members is entitled to vote as provided in Part 2, bylaw 4.
 - a. Voting is by a show of hands
 - b. Voting by proxy is not permitted
 - c. The chairman shall vote only in the case of a tie

PART 6 – DIRECTORS AND OFFICERS

1. The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to
 - a. all laws affecting the society
 - b. these bylaws

2. 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.
3. The president, vice president, secretary, treasurer and two (2) to four (4) other persons shall be the directors of the society.
4. The directors of the society, save as hereinafter provided, shall be elected at the annual general meeting and shall hold office for a period of one (1) year.
5. A retiring director may stand for re-election.
6. The election of directors shall be by a show of hands at the annual general meeting.
7. The directors may at any time and from time to time as required, appoint a member as a director to fill a vacancy in the directors.
 - a. A director so appointed holds office only until the next following annual general meeting of the society, but is eligible for re-election at that meeting.
 - 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.
 - c. No director shall be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society, as determined by the membership.
 - d. 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.

PART 7 – PROCEEDINGS OF DIRECTORS

1. At the first meeting of directors following the annual general meeting, the directors will themselves decide, by their own means, which amongst them will hold the offices of president, vice president, secretary and treasurer.
2. The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
3. The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.
4. The president shall be the chairman of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president may act as chairman; but if neither is present the directors present may choose one of their number to be chairman at that meeting.

5. Two or more directors in concert may cause a meeting of the directors to be convened. All directors shall be so notified.
6. Questions arising at a meeting of directors shall be decided by a majority of votes.
7. The chairman will vote only in the case of a tie.
8. A resolution in writing, signed by all the directors and placed with the minutes of the society is as valid and effective as if regularly passed at a meeting of directors.

PART 8 – DUTIES OF OFFICERS

1. The president
 - a. Shall preside at all meetings of the society and of the directors.
 - b. Is the chief executive officer of the society and shall be responsible for the overall operation and good conduct of the society.
2. The vice president shall carry out the duties of the president during his absence.
3. The secretary shall
 - a. Conduct the correspondence of the society as required.
 - b. Issue notices of meetings of the society as required.
 - c. Keep minutes of all meetings of the society and of the directors.
 - d. Have custody of all records and documents of the society except those required to be kept by the treasurer and from time to time by the committees.
 - e. Prepare and dispense the annual reports required by and for the Society Act.
4. The treasurer shall
 - a. Keep the financial records, including books of account, necessary to comply with the Society Act.
 - b. Render financial statements to the directors, members and others when required.
5. The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.
6. When a secretary treasurer holds office the total number of directors shall not be less than seven (7).
7. In the absence of the secretary from a meeting, the chairman shall appoint another of the directors present to act as secretary at the meeting.
8. The director in charge of membership shall maintain the register of members.

PART 9 – BORROWING

1. The directors on behalf of and in the name of the society, may not, raise or secure the payment or repayment of money. No debenture shall be issued without sanction of a special resolution.

PART 10 – COMMITTEES

1. Ad hoc committees may be appointed by the directors of the society from time to time as required. Such committees shall have a specified period of operation and report to the directors and make recommendations to the Board for their approval.
2. The president shall be an ex-officio member of all committees except the nominating committee.

PART 11 – AUDIT

1. At the annual general meeting and at the discretion of the general membership an audit committee may be appointed to audit the financial records of the society for the year about to end.
2. The audit committee if appointed shall consist of the outgoing treasurer, the treasurer elect and a person from the general membership.
3. The treasurer elect will present the report of the audit committee at the next general meeting following the annual general meeting.
4. The audit report will include an opening and closing balance for the past year, a statement of income and expenses for the past year, and an opening balance for the current year.

PART 12 – NOTICES TO MEMBERS

1. A notice may be given to a member, either personally or by mail to him at his registered address.
2. A notice sent by mail shall be deemed to have been given on the tenth 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.
3. Notice of a general meeting shall be given via the newsletter to every address shown on the register of members on the day notice is given.

PART 13 – BYLAWS

1. On being admitted to membership, each member is entitled to and the society shall give him, without charge, a copy of the constitution and bylaws

of the society. One copy will be mailed to each address on the membership register.

2. These bylaws may be altered or added to at any general meeting providing notice of proposed change is advised prior to such meeting.
3. To alter or add to these bylaws requires a majority vote of all voting members.