



Special Resolutions for consideration at 2021 AGM

BACKGROUND

- SLNC is governed by the BC Societies Act (“the Act”) and by SLNC Bylaws.
- The Bylaws we operate under were approved by the membership at the 7 April 2015 AGM and were restated (clarified) in January 2017.
- The 2019 and 2020 SLNC Elections Committee noticed some opportunities to clarify wording and to add flexibility for the Board in running future AGMs.
- The Board of Directors reviewed the recommendations and is bringing them to SLNC membership for vote at the AGM on October 20, 2021.
- 2/3 of eligible voters who are present at the AGM must vote in favour for the changes to be adopted.

PROPOSED REVISIONS

- 1. Revise Bylaw #2 to eliminate ambiguity about who is eligible to vote at the AGM and/or run for the Board, by clearly defining “member in good standing”. Wording changes are shown in Appendix A.**

Rationale for the change: Currently, the written bylaws are not clear as to who is eligible to run for the Board and who is eligible to vote. The issue arises due to timing of the AGM compared to the timing of pass/membership purchases and therefore who is considered a “member in good standing”. In recent years, the Board Chair, the Elections Committee Chair and the General Manager informally agreed to an interpretation of this bylaw to handle the situation; however, this is not good governance practice. The relationship between the timing of pass purchases and membership should be clearly stated in the bylaws to eliminate ambiguity about who is a “member in good standing”.

MOTION: “BE IT RESOLVED BY SPECIAL RESOLUTION that Bylaw #2 of the Sovereign Lake Nordic Club is hereby approved in the form presented to members in Appendix A.”

- 2. Revise Bylaw #3 in the following ways. Wording changes are shown in Appendix B.**

a) State that Board elections must be conducted by secret ballot.

Rationale for the change: There is no requirement in the bylaws for Board elections to be conducted by secret ballot. A secret ballot means that no one knows a given voter's choices. Secret ballots are fundamental to good governance practices and to the integrity of Board elections and should be explicitly required in the bylaws.

b) Allow for any member in good standing to request a secret ballot on any issue that requires a vote.

Rationale for the change: A secret ballot reduces the potential for peer pressure or strained relationships when voting on controversial or sensitive topics. A show of hands is the only voting method stated in the current SLNC bylaws. The Board may also decide in advance to utilize a secret ballot on any issue and this bylaw change does not preclude that option. It should be also noted that a vote by show of hands will still be a valid voting method even with this bylaw change.

c) Allow for the possibility of virtual AGMs and/or electronic voting in future years.

Rationale for the change: The BC Societies Act states that if votes are held by other methods of communication (including by electronic means), the bylaws must set out rules respecting how that voting is to occur. Wording would be added to SLNC bylaws that reflects the requirements of the Act.

d) Explicitly state that attendance at AGMs by electronic means is permitted.

Rationale for the change: Although attendance by electronic means is allowed under the BC Societies Act, it is ideal to make this explicit in the SLNC bylaws for complete clarity and for simplicity in running an AGM. Currently it's necessary to read both the SLNC Bylaws and the BC Societies Act to determine whether it is allowable.

MOTION: "BE IT RESOLVED BY SPECIAL RESOLUTION that Bylaw #3 of the Sovereign Lake Nordic Club is hereby approved in the form presented to members in Appendix B."

QUESTIONS?

Contact Rob Oxenham, Vice-Chair, SLNC Board of Directors oxenhamrw@gmail.com
Or Kim Taylor, Chair, SLNC Elections Committee taylortwenty@outlook.com

APPENDIX A

Excerpt from the SLNC Bylaws that were approved by Special Resolution at 7 April 2015 AGM

With markup showing proposed changes for vote at AGM 20 October, 2021
Green indicates additions. ~~Strikethrough~~ indicates deletions¹

MEMBERSHIP

- 2.1 A person may apply to the Directors for membership in the Society and, on acceptance by the Directors and payment of any then applicable membership fee, shall be a member.
- 2.2 Every Member shall uphold the constitution and comply with these Bylaws.
- 2.3 The amount of the annual pass and membership fee shall be determined by the Directors.
- 2.4 The membership year shall run from November 1 to October 31.
- 2.5 A membership purchased during a membership year as defined in 2.4 is only valid for the membership year for which the annual pass is purchased. If an annual pass is purchased in advance of a membership year as provided by the Society through its usual business practices (i.e., Early Bird Pass Sales prior to the start of the membership year), the membership shall be in effect on the date the membership is purchased and will be valid until the end of the membership year for which the pass was purchased.
- 2.6 There shall be the following classes of members:
 - (a) Annual Members shall have paid the applicable fee for a season pass and membership and be
 - (i) all members aged 19 years or older as at December 31 of the ~~calendar~~ membership year in question, who were also members or junior members in the previous year,
 - (ii) lifetime members who, in recognition of extraordinary service to the Society, have been awarded a lifetime membership by the Directors and so automatically renew as Annual Members.
 - (b) Associate Members shall be

¹ Some items have been re-numbered or re-ordered to accommodate sections that have been added or removed.

- (i) all members aged 19 years or older as at December 31 of the ~~calendar~~ **membership** year in question who were not members in the preceding year,
- (ii) season passholders who did not purchase a membership; this includes complimentary passholders,
- (iii) junior members under the age of 19 years as at December 31 of the ~~calendar~~ **membership** year in question. Junior members shall be registered by a parent or guardian, who is also a member.

(c) An Associate member referred to in section 2.6 (b) (i) shall become an Annual Member on the thirtieth (30th) day following the date upon which he/she purchased a membership.

(d) An Associate member referred to in section 2.6 (b)(ii) shall become an Annual Member upon payment of the appropriate and applicable member fee, such voting membership to be effective on the thirtieth day following the date on which said fee is paid

2.7 Every Annual Member is a Member in good standing, except a member who has failed to pay his/her annual membership fee or any other debt owing by the member to the Society, and such member is not in good standing for so long as the debt remains unpaid.

2.8 A Member who is not in good standing may not vote at a general meeting or stand for election.

2.9 A person shall cease to be a Member of the Society when

- (a) the Member's term of membership expires,
- (b) the Member has not been a member in good standing for 12 consecutive months,
- (c) the Member is deceased,
- (d) the Member resigns by delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society, or
- (e) the Member is expelled in accordance with these bylaws.

2.10A Member may be expelled by a resolution voted in favour of by not less than seventy-five (75%) percent of the Directors at a meeting of the Directors.

2.11A Member shall be provided in writing with a brief statement of the reason or reasons for the Member's proposed expulsion.

2.12The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at a Director's meeting before the resolution is put to a vote.

APPENDIX B

Excerpt from the SLNC Bylaws that were approved by Special Resolution at 7 April 2015 AGM

With markup showing proposed changes for vote at AGM 20 October, 2021
Green indicates additions. ~~Strikethrough~~ indicates deletions

MEETINGS OF MEMBERS

- 3.1 General meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the Directors decide.
 - (a) If the Society chooses to make available a telephonic, electronic or other communication facility for any or all members entitled to attend such a meeting, such a system must permit all participants to be able to be recorded in the meeting minutes and be able to communicate adequately with each other. A person participating in a meeting by such means is deemed to be present at the meeting.
- 3.2 At a general meeting, the following business is ordinary business:
 - (a) adoption of rules of order;
 - (b) consideration of the financial statements of the Society;
 - (c) consideration of the auditor's report, if any;
 - (d) consideration of the directors' report on the financial statements, and any other directors' reports to the members;
 - (e) consideration of a resolution that proposes to increase the number of directors;
 - (f) the election or appointment of directors;
 - (g) the appointment of an auditor, if the Society is required to have an auditor.
- 3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving

the notice to form a reasoned judgment concerning that business.

- 3.4 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.5 The Directors may, when they think fit, convene an extraordinary general meeting.
- 3.6 Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business.
- 3.7 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.
- 3.8 An annual general meeting (AGM) shall be held at least once in every calendar year and not more than 15 months after holding the last preceding annual general meeting.
- 3.9 A quorum for the transaction of business at any meeting of the Members shall consist of not less than fifteen (15) Members entitled to vote present at a meeting.
- 3.10 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.
- 3.11 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.
- 3.12 If within 30 minutes from the time appointed for a general Members' meeting a quorum is not present, the meeting, 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.
- 3.13 Subject to Bylaw 3.14, the Chairperson of the Society, the Vice-Chairperson, or, in the absence of both, one of the other Directors present, shall preside as chairman of a general meeting.
- 3.14 If at a general meeting

- (i) there is no Chairperson, Vice-Chairperson, or other Director present within 15 minutes after the time appointed for holding the meeting, or
- (ii) the Chairperson and all the other Directors present are unwilling to act as chairman, the Members present shall choose one of their number to be chairman.

3.15 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.

3.16 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

3.17 Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

3.18 No resolution proposed at a meeting need be seconded, and the chairman of a meeting may move or propose a resolution.

3.19 In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a Member and the proposed resolution shall not pass.

3.20 Annual Members in good standing and present at a meeting of members shall each be entitled to one vote. Associate Members shall not be entitled to vote.

3.21 ~~Voting is by show of hands, or in the case of a Member present at a meeting other than in person, by such means as the Directors shall determine.~~ Voting is by such means as the Directors determine and may include a show of hands, secret ballot, or the option of voting by telephonic, electronic or other communication facility. All elections for Director positions will be by secret ballot if an election is required. Any member in good standing can request that a vote on any issue be conducted by secret ballot.

3.22 Votes by secret ballot will be conducted by the Election Committee and the tallied votes must be able to be presented to the Society per the Election Committee Procedure without it being possible for the Election Committee or any member of the Society to be able to identify how each member voted, nor will the total number of votes cast for/against an issue or for a given candidate be made known to any member other than the Returning Officer and designated ballot counters.

3.23 Any votes by telephonic, electronic, or other communication facility, whether secret or not, will be conducted by the Election Committee and the votes must be gathered in a manner that permits their subsequent verification.

3.24 Voting by proxy is not permitted².

² This item is renumbered due to addition of new sections above.