

ELPHINSTONE AERO CLUB
BYLAWS

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1 INTERPRETATION & DEFINITIONS

In these Bylaws, unless the context otherwise requires:

- (1) **“EAC”** means the Elphinstone Aero Club;
“Club” means the Society known as the Elphinstone Aero Club;
“Directors” means the Directors of the Club;
“Societies Act” means the Societies Act of British Columbia as amended from time to time;
“Registered address of a Member” means the Member's physical address as recorded in the Register of Members;
“Registered address of the Society” means the Society's physical and mailing address: 4540 Hilltop Road, Sechelt, British Columbia V0N 3A1;
“Chairperson” and **“Vice-Chairperson”** have the same meaning as President and Vice-President in the Societies Act;
“AGM” means Annual General Meeting;
“GM” means General Meeting;
“Voting Member” means a Member in Good Standing;
- (2) The definitions in the Societies 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 vice versa.

2 MEMBERS

2.1 Application for Membership

Members shall be persons admitted as such by the Board of Directors, and who pay such annual fees as may be fixed from time to time by the Club.

A Corporation or Society may apply to the Directors for Membership in the Society and, upon acceptance by the Directors, is a Member. Such Corporation or Society shall designate an official representative and provide that person's name to the Secretary of the Club in writing.

The Membership year coincides with the fiscal year of the Club, currently November 1st to October 31st.

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2.2 Responsibilities of Members

Every Member shall uphold the Constitution of the Club and shall comply with these Bylaws, and is encouraged to advance the Club's Purposes as reflected in the Constitution.

A condition of Membership requires the attendance of a minimum of two (2) General Meetings per calendar year.

2.3 Rights of Members

The rights of Members are as per the Societies Act, effective November 2016.

2.4 Annual Membership Dues

Annual membership dues shall be determined by the Membership at the AGM, upon consideration of the recommendation by the Board.

New Members joining part way through the year may have their Membership Dues prorated on a quarterly basis, to be collected in addition to the following year's dues at the time of application for Membership.

2.5 Member Not in Good Standing

A Member is not in good standing if the Member fails to pay the Member's annual membership dues, and the Member is not in good standing for so long as those dues remain unpaid.

A Member is not in good standing if the Member fails to attend a minimum of two (2) General Meetings per calendar year, without reasonable cause.

A Member is not in good standing if he/she is determined to be in violation of these Bylaws.

A Member who is not in good standing:

- 1) may not vote at a General Meeting, and
- 2) is deemed not to be a voting Member for the purpose of consenting to a Resolution of the voting Members, and
- 3) has his/her membership terminated after three (3) consecutive months of non-payment of dues.
- 4) Such Member the right to appeal as per Section 70.3(b) of the Societies Act.

2.6 Expulsion of Member

A Member may be removed by Special Resolution of the Board or by Special Resolution of the voting Members in a meeting according to the Policies and Procedures Manual, provided the Member has been given notice of, and the opportunity to be present and to be heard at, the meeting where such resolution is put to a vote.

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2.7 Honorary Membership

- 1) The Members may bestow complimentary Honorary Membership to an individual who has made significant contribution to further the Purposes of the Club.
- 2) There shall be no more than three (3) Honorary Members at any given time.
- 3) Honorary Members shall have no voting rights.

2.8 Meetings of Members

2.8.1 Date and Place of Annual General Meeting (AGM)

The AGM of the Club shall be held on a day in November each year in the Province of British Columbia at a time and place to be determined by the Board. Notice of the date, time and place of the AGM of the Club shall be mailed, postpaid but not registered, postmarked at least thirty (30) days prior to the holding of the meeting, or electronically mailed (e-mailed) at least thirty (30) days prior to the holding of the meeting, to each Member in good standing of the Club at the Registered Address shown on the register of Members. The accidental omission of giving such notice to any Member shall not invalidate any proceedings at the meeting.

2.8.2 General Meetings

A General Meeting shall be scheduled at least once per calendar quarter, or may be called at any time by the Board, or upon written request to the Board of at least ten per cent (10%) of the Members in good standing, to consider a specific subject or subjects. **At least thirty (30) days' notice of such GM shall be sent by the Secretary** by prepaid post or by email to all Members in good standing. In the absence of an email account for the Member, written notice shall be sent by post.

2.8.3 Rules of Order

Should procedural conflicts arise during Board or General meetings, they shall be resolved in accordance with the current version of Robert's Rules of Order.

2.8.4 Establishment of Quorum

No business shall be transacted at any Meeting (AGM or GM) of the Members unless a quorum of 20% of the voting Members is confirmed. Each Voting Member in good standing is entitled to one vote only on each matter that is voted on.

2.8.5 Voting at a General Meeting

Votes at meetings of the Members may be given either personally or by proxy.

2.8.5.1 Voting by show of Hands

Normally voting will take place by a show of hands. Any Voting Member, present in person, may make a motion for a secret ballot, in which case the Secretary will distribute and then collect the required ballots and will determine the final count of

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votes. Ballots shall be destroyed at the termination of the meeting. Members voting proxies shall hold a proxy card in addition to their show of hand.

2.8.5.2 Voting by Proxy

- 1) A Member in good standing may appoint another such Member to act and vote as the Member's proxy at a General Meeting.
- 2) A Member must not hold more than two proxies.
- 3) The instrument appointing a proxy must be in the following form, or in any other form that the Board approves:
I, _____, of _____, hereby appoint _____, of _____, as my proxy to vote for me and on my behalf at the general meeting of Elphinstone Aero Club on the ____ day of _____, 20__, and at any adjournment thereof. Signed at _____ this _____ day of _____, 20__.
- 4) A proxy must be received no fewer than 15 minutes before the time set for the start of a general meeting.
- 5) A proxy is only valid for the meeting for which the proxy is given, and any adjournment of that meeting.

2.8.6 Order of Business at an Annual General Meeting

The order of business at each Annual General Meeting shall be:

- 1) Chairman's Acknowledgement of Proxies
- 2) Confirmation of a Quorum;
- 3) Adoption of Agenda;
- 4) Approval of the Minutes of the preceding AGM;
- 5) Reports of Officers;
- 6) Reports of the Standing and/or Ad Hoc Committees and/or Working Groups;
- 7) Correspondence;
- 8) Election of Directors and Chairperson;
- 9) Resolutions submitted in accordance with § 2.8.7;
- 10) New business as properly brought before the meeting.

2.8.7 Resolutions

- 1) Notice in writing of any resolution to be proposed at any Annual General Meeting or General Meeting must be received by the Secretary at least twenty-one (21) days before the date of such meeting.
- 2) The Secretary shall provide to each Voting Member a copy of the Resolutions submitted in accordance with 2.8.7 (1), at least seventeen (17) days by prepaid post, or fourteen (14) days by email in advance of the Meeting.

3 BOARD OF DIRECTORS

3.1 Composition of Board

- 1) There shall be no less than seven (7) elected Directors on the Board.
- 2) The immediate past President or Chairperson of the Club, as the case may be, shall be an *ex officio* non-voting member of the Board.

3.2 Members Qualified to be Directors

A Director must be a Member in good standing.

A Member may not serve as a Director if he/she is disqualified under Sections 43 or 44 of the Societies Act.

3.3 Election of Directors

At each Annual General Meeting, the Members shall elect the Board of Directors. Of the Directors elected to the Board, one shall be elected by the Membership as the Chairperson

3.4 Nomination Process

Three months prior to each Annual General Meeting, the Directors will appoint a Nominating Committee composed of:

- 1) the Vice-Chairperson;
- 2) two Voting Members who are selected by the Vice-Chairperson and approved by the Board.

The Vice-Chairperson, or in his/her absence, an appointed Director, will be the chair of the Nominating Committee. Immediately following appointment of the Nominating Committee, a notice will be sent to all Voting Members identifying the Nominating Committee and inviting suggestions as to Members whom the Nominating Committee should consider for subsequent nomination as a Director and Chairperson.

No later than 45 days before the Annual General Meeting, the Nominating Committee will nominate sufficient persons to fill all Director vacancies on the Board as at the next Annual General Meeting. The Secretary will promptly advise the Members of the names of the persons so nominated.

In addition to any candidates nominated by the Nominating Committee, candidates for election as a Director may be nominated by written notice executed and given by two (2) Voting Members addressed and delivered to the Secretary not later than 45 days prior to the Annual General Meeting accompanied by the written consent of the nominee. The Secretary will promptly advise the Members of all the names of any persons so nominated together with the names of the proposers of each. Notwithstanding 2) above, nominations from the floor will be accepted, provided the nominee has given their consent.

All nominees must be Voting Members in good standing at the time of nomination and election and only persons nominated in accordance with the Bylaws are eligible for election as a Director or Chairperson.

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3.5 Term of Office

- 1) The Board shall be composed of a minimum of seven (7) members of the Club.
- 2) Upon adoption of these Bylaws, the first election for half of the Directors shall be for a term of one (1) year, and two (2) years for the remaining Directors. Subsequent elections for Directors shall be for two (2) year terms.
- 3) A Director may resign from office by submitting his/her intention to do so in writing, and sending said document to the Secretary via email or to the official postal address of the Club. The resignation shall be effective immediately upon receipt by the Secretary.
- 4) The office of any Director shall be considered automatically vacated if:
 - i. the Director fails to attend 3 consecutive Board Meetings without reasonable cause as determined by the Board, or
 - ii. the Director is no longer a Member in good standing

3.6 Interim Appointments

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.

3.7 Term of Interim Appointment

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.

3.8 Board Meetings

3.8.1 Calling a Board Meeting

A Directors' Meeting may be called by the Chairperson or by any 2 other Directors.

3.8.2 Notice of Board Meeting

At least 2 days' notice of a Directors' Meeting must be given unless all the Directors agree to a shorter notice period.

3.8.3 Omission to give notice

The accidental omission to give notice of a Directors' Meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the Meeting.

3.8.4 Conduct of Board meetings

The Directors may regulate their Meetings and proceedings as they think fit.

3.8.5 Rules of Order

Should procedural conflicts arise during Board meetings, they shall be resolved in accordance with the current version of Robert's Rules of Order.

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3.8.6 Quorum of Directors

The quorum for the transaction of business at a Directors' Meeting is a majority of the Directors.

4 BOARD POSITIONS

4.1 Officer positions

At the first regular meeting of the Board after the AGM, the Directors must be elected or appointed to the following Officer positions, and a Director, other than the Chairperson, may hold more than one position:

- 1) Vice-Chairperson;
- 2) Treasurer;
- 3) Secretary;
- 4) Director of Flight Operations;
- 5) Director of Maintenance;

4.2 Removal of Officers

An officer may be removed by Special Resolution of the Board or by Special Resolution of the voting Members in a meeting, provided the Officer has been given notice of, and the opportunity to be present and to be heard at, the meeting where such resolution is put to a vote.

4.3 Indemnification of Directors

The Club shall hold the individual Directors indemnified.

An Errors and Omissions insurance policy for the Board members shall be mandatory.

4.4 Officer Roles

4.4.1 Role of Chairperson

The Chairperson chairs all General and Board Meetings of the Club, and the primary responsibility is to ensure the affairs of the Club are conducted in accordance with the Club's Constitution and Bylaws. The Chairperson or his/her delegate shall act as sole spokesperson for the Club. The Chairperson is an ex-officio member of all committees. The Chairperson shall vote only in a tie-breaking situation.

4.4.2 Vice-Chairperson

The Vice-Chairperson assumes all the roles and responsibilities of the Chairperson in his/her absence.

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4.4.3 Treasurer

4.4.4 Secretary

4.4.5 Director of Flight Operations

4.4.6 Director of Maintenance

4.5 Officer Terms of Reference

The Club shall issue Terms of Reference for each of the Officer positions other than the Chairperson and Vice-Chairperson. Such Terms of Reference shall be recommended by the Board and subject to approval by the Membership at a General Meeting.

The Terms of Reference shall form part of the Club's Policies and Procedures Manuals.

5 RESPONSIBILITIES AND AUTHORITIES OF THE BOARD

The Board shall be responsible for administering and managing the affairs of the Club as established in the Constitution and Bylaws.

5.1 Authorities of the Board

Individual Board Members have no authority to act on behalf of the Board or the Club unless given such authority by the Board.

5.2 Establishment of Committees

The Board shall have the authority to establish Committees in addition to the Standing Committees as and when required. Such Committees shall not have the authority to act for the Club or the Board, but shall be limited to making recommendations to the full Board of Directors.

5.3 Establishment of Aircraft Rates

The Board shall have the authority to establish from time to time, annual and hourly aircraft cost recovery rates.

5.4 Waived annual membership fees

The Board shall have the authority to waive annual membership fees at their discretion.

5.5 Bylaws review

The Board shall commission a review of the Bylaws at least once every five (5) years.

5.6 Execution of Documents

Contracts, documents and other instruments in writing requiring execution by the Club shall be signed by any two Directors so authorized (ref. Section 5.8) who may sign either as Directors, or,

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if applicable, as Officers. All contracts, documents and instruments in writing so signed shall be binding upon the Club without any further authorization or formality. The Board may from time to time appoint an Officer or a Director to sign specific contracts, documents and instruments in writing on behalf of the Club.

5.7 Authorisation to Borrow

The Board shall have the power to borrow money to an amount up to ten per cent (10%) of the previous year's gross revenue, without a special resolution passed at a General Meeting. This power shall be exercised only with respect to debts arising from day-to-day operations, to replacement or maintenance costs, and to similar current expenses. Borrowing for capital expenditures shall be by special resolution and be subject to the Act.

5.8 Authorized Signatories

There shall be four (4) Authorized Signatories, all of whom must be Directors and one of whom must be the Treasurer or his or her designee.

6 FINANCIAL

6.1 Fiscal Year End

The fiscal year end of the Club shall be October 31.

6.2 Remuneration

No Director shall be remunerated for being a Director or Officer.

6.3 Reimbursement of Minor Expenses

- 1) Aircraft fuel and oil expenses incurred by a Member shall be reimbursed upon presentation of receipt(s) according to the prescribed method.
- 2) Expenses incurred by a Director in the normal course of his/her duties may be reimbursed upon presentation of receipt(s) and approval by the Treasurer. Such approval shall not be unreasonably withheld.

6.4 Purchases

- 1) Any purchase greater than \$500 shall normally require the issuance of a Purchase Order signed by any two Directors who are Authorized Signatories, one of whom must be the Treasurer or her/his designee.
- 2) Notwithstanding § 6.4 1), emergency purchases by a Member may be made away from base upon verbal approval from either the Director of Flight Operations or the Director of Maintenance.
- 3) Payment of supplier invoices shall to the extent possible be made by Club cheque.

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6.5 Budgeting

- 1) Each Standing Committee is responsible for preparing and presenting its annual operational budget to Treasurer three (3) months prior to the Annual General Meeting.
- 2) The Annual Budget shall be reviewed and approved by the Board of Directors before the end of the fiscal year.
- 3) The Annual Budget shall be distributed to the Membership along with notice of the Annual General Meeting, and be subject to approval by the Membership at the AGM.

7 COMMITTEES

7.1 Standing Committees

Standing Committees are established for key areas of EAC business to assist the Board of Directors with furthering the EAC's objectives.

Standing Committees are responsible for carrying out the objectives and responsibilities as outlined by the Bylaws and Terms of Reference.

Standing Committees are responsible and report to the Board of Directors.

Recommendations with respect to Policies and Procedures must be submitted to the Board of Directors for approval prior to implementation.

Standing Committees must maintain a file on all correspondence/documentation pertinent to its responsibilities and ensure that the Board of Directors is in possession of same.

There shall be five Standing Committees of the Club.

7.1.1 Membership Committee

- i. The Committee shall be chaired by appointment of the Directors.
- ii. The Committee shall take initiatives to attract Members to the Club through Membership Drives and promotional activities throughout the community.

7.1.2 Aircraft Maintenance Committee

- i. The Committee shall be chaired by the Director of Maintenance, and shall comprise at least two (2) other Members;
- ii. The Committee shall make recommendations to the Board on matters concerning non-routine maintenance and aircraft improvement priorities;
- iii. The Committee shall meet from time to time as required to fulfill its mandate, but at least once every six months.

7.1.3 Flight Operations Committee

- i. The Committee shall be chaired by the Director of Operations, and shall comprise at least two (2) other Members;

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- ii. The Committee shall make recommendations to the Board on flight-related policies and procedures, including Standard Operating Procedures (SOP);
- iii. The Committee shall meet from time to time as required to fulfill its mandate, but at least once every six months;

7.1.4 Finance Committee

- i. The Committee shall be chaired by the Treasurer, and shall comprise the standing Committee Chairpersons;
- ii. The Committee shall make recommendations to the Board on budgetary and finance policies and procedures;
- iii. The Committee shall meet from time to time as required to fulfill its mandate, but at least once every six months.

7.1.5 Facilities Committee

- i. The Committee shall normally comprise at least 2 (two) members. In the case of a single member, he or she shall be referred to as the Facilities Co-ordinator.
- ii. The Committee shall elect among themselves a chairperson.
- iii. The Committee shall be responsible for coordinating the maintenance of the building and lands of the Club.

7.2 Standing Committees Terms of Reference

The Club shall issue Terms of Reference for each Standing Committee. Such Terms of Reference shall be recommended by the Board and subject to approval by the Membership at a General Meeting.

The Terms of Reference shall form part of the Club's Policies and Procedures Manuals.

7.3 Ad hoc Committees

The Board may, from time to time, strike *Ad hoc* Committees as deemed desirable.

8 POLICIES AND PROCEDURES

- 1) Within 6 months of the adoption of these Bylaws, the Club shall establish and maintain a set of General Policies and Procedures that all Club Members shall abide by;
- 2) The set of General Policies and Procedures shall be ratified by the membership upon its establishment, and at each Annual General Meeting thereafter;

Any changes or additions by the Board shall be presented at the next General Meeting for ratification

9 CONFLICT OF INTEREST POLICY

Any Member who has an interest, or who may be perceived as having an interest, in a proposed contract or financial transaction with the Club shall comply with the Societies Act and the Club's Conflict of Interest Policy, specifically that the Member shall disclose fully and promptly the nature and extent of such potential conflict of interest to the Board in writing, and shall refrain from voting or speaking in debate on such contract or transaction; shall refrain from influencing the decision on such contract or transaction; and shall otherwise comply with the requirements of the Societies Act regarding conflict of interest.

10 DISSOLUTION

- 1) As a Member-funded Society, the Club may vote to liquidate or dissolve the Club's assets.
- 2) Notwithstanding Item 2 of the Club's Constitution, there shall be no distribution of assets, in the form of cash, securities, or material, to a Member or Members.
- 3) Upon dissolution of the Club, any and all assets shall be donated to a registered not-for-profit organization that is based on the Sunshine Coast (meaning between Egmont and Port Mellon) that has the promotion of aviation on the Sunshine Coast as one of its Purposes.