



Bylaws of the Four Wheel Drive Association of British Columbia

Current as of General Meeting, Feb. 18, 2023

1. Definitions and Interpretation of Definitions

A. 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.

B. Definitions in Act apply

The definitions in the Act apply to these Bylaws.

C. Conflict with Act or regulations

If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

2. Membership Classes

A. There shall be four classes of membership within the Four Wheel Drive Association of British Columbia.

1. **Individual Member:** Any individual interested in the work of the Four Wheel Drive Association of British Columbia may become an Individual Member upon payment of the dues.

- a. Upon receipt and review of a complete application for membership, it shall be accepted by the membership director or forwarded to the Board of Directors to accept or reject the application.
- b. An Individual Member in good standing is entitled to one vote in all matters before the membership.

2. **Club Member:** Club Member: A registered club or association whose stated aims and objectives are compatible with the aims and objectives of the Four Wheel Drive Association of British Columbia may become a member upon payment of the annual dues.

- a. The candidate club must submit an application and submit a copy of the club’s constitution, and a copy of their registration as a Society.
- b. Upon receipt and review of a complete application for membership, it shall be accepted by the membership director or forwarded to the Board of Directors to accept or reject the application.
- c. The Member Club shall designate one member representative (designate) of the club to address voting matters within the Four Wheel Drive Association of British Columbia.
- d. The Member Club designate is entitled to one vote in all matters before the membership.
- e. Member Clubs must be a legal corporation. A Member Club ceases to be a member of the Four Wheel Drive Association of British Columbia if its status as a registered corporation or society lapses.

3. **Corporate Member:** Corporate Member: Any firm, organization or individual interested in the work of the Four Wheel Drive Association of British Columbia may become a sustaining (corporate) member upon payment of the annual dues.
 - a. Upon receipt and review of a complete application for membership, it shall be accepted by the membership director or forwarded to the Board of Directors to accept or reject the application.
 - b. The single Corporate Member designate is entitled to one vote in all matters before the membership.
 4. **Associate Member:** Associate Member: Upon payment of dues Individuals or non- incorporated clubs are encouraged to participate in the Four Wheel Drive Association of British Columbia, however as a non-legal entity, they cannot officially represent the Four Wheel Drive Association of British Columbia.
 - a. Upon receipt and review of a complete application for membership, it shall be accepted by the membership director or forwarded to the Board of Directors to accept or reject the application. The Associate Member shall designate one representative (designate) of their organization to represent the corporation's interests to the Four Wheel Drive Association of British Columbia.
 - b. Associate Members' designate is entitled to one vote in all matters before the membership.
- B. Memberships must be renewed annually by payment of the appropriate dues.
- C. Every member must uphold the constitution of the Four Wheel Drive Association of British Columbia and must comply with these Bylaws.

3. Annual Dues

- A. Annual dues shall be paid to the Four Wheel Drive Association of British Columbia and shall be payable before the start of the annual general meeting to ensure good standing of each voting member.
- B. Dues for new member subscribers shall be valid from the date paid, plus 364 days (or 365 days in leap years).
- C. Should any member fail to pay dues as prescribed, the member will no longer be in good standing, and the Board of Directors may delete that member's name from the membership roster in accordance with the provisions of the Societies Act of British Columbia.

4. Annual General Meeting

- A. The annual general meeting of the Four Wheel Drive Association of British Columbia will generally be held on the 3rd Saturday in March each year but may be changed by a majority vote of Directors and rescheduled to a date that conforms with the BC Societies Act.
- B. At least twenty-one days' notice of the meeting shall be given to all members.
- C. The Four Wheel Drive Association of British Columbia may schedule the attendance of representatives without voting power from any other group or organization. These may make presentations to the meeting once all regular business is completed, and after the Board of Directors grants permission. If at all possible, the representatives of other groups should not be present for the regular business portion of the meeting.

5. Resolutions

- A. Resolutions shall deal with matters of international, national, provincial, regional, and municipal nature, on matters, which affect a large portion of the Four Wheel Drive Association of British Columbia, or with legal matters.
- B. Resolutions proposed by members must be delivered to the director of the Four Wheel Drive Association of British Columbia who is either secretary or president, via the official mailing address, or electronically by e-mail at least sixty days prior to the annual general meeting, and be given an acknowledgement of receipt in a timely manner not to exceed 14 days.

- C. The Board of Directors may appoint a resolutions committee with powers to redraft and amalgamate similar resolutions, if necessary, provided each sponsoring member is mentioned in the final resolution up for discussion.
- D. Any resolution passed at the annual general meeting by at least a 60% majority vote shall be presented, by the Board of Directors, to any body to whom such resolution applies, and the Board of Directors shall provide a report to the membership on its disposition.
- E. The Board of Directors shall provide a report to the membership on the disposition of any resolutions submitted by members.
- F. Changes to the constitution or Bylaws require a special resolution, and become effective upon submission to the registrar (of Societies).

6. Voting

- A. Voting at all general meetings shall be open to every voting member and will be held electronically.
- B. In the case of a tie the Chair may cast a deciding vote, being the only vote the Chair may cast. The President shall not be eligible to cast a deciding vote in matters that directly relate to the continuation of the role of President. In such a case, the duty of the deciding vote shall devolve upon the Vice-President, Secretary or Treasurer, in that order, despite effectively being a second vote.
- C. A quorum at a general meeting is required and shall be the number of Directors times two minus one [(# of Directors x2)-1].
- D. If, within 30 minutes from the time set for holding the general meeting, a quorum is not present, the meeting will be cancelled.
- E. If, at any time during the general meeting, there ceases to be a quorum, business then in progress must be halted until a quorum is present, or the meeting is terminated. It is permissible to decide on the date and time of a subsequent meeting, before termination.
- F. The outcome of each vote must be announced by the Chair and recorded in the minutes of that meeting. The precise number of votes for and against, and abstentions, must be announced where a precise count was requested.
- G. Any items requiring membership approval shall be made public to the membership by means of direct email and the Association's website, in final form, as per the BC Societies Act, prior to the voting event.

7. General Meetings

- A. General meetings of the Four Wheel Drive Association of British Columbia may be called by the President or any other Director upon the request of three Directors or three Regional Representatives if they deem such meeting is in the interest of the Four Wheel Drive Association of British Columbia. Notice of such meetings shall state the purpose for which it is called, shall contain the full text of any special resolution, and should be posted on the website for at least 21 days prior to the meeting, be sent electronically to those members who have given the Society their email contact addresses, but the notice must not be more than 60 days prior to the meeting. The procedures for the annual general meeting shall apply.
- B. The order of business at a general meeting is as follows:
 1. Determine that there is a quorum.
 2. Elect an individual to chair the meeting, if necessary.
 3. Approve the agenda.
 4. Approve the minutes of the last general meeting.

5. Deal with unfinished business from the last general meeting.
6. Deal with new business, including any matters about which notice has been given to the membership, as correspondence.
7. Receive Director reports: financial, and auditor if applicable.
 - a. Receive Director report: financial and auditor.
 - b. Receive other Director reports.
8. Have outgoing Directors step down, and elect the incoming Directors.
9. Terminate the meeting.

8. Board of Directors

- A. The affairs and business of the Four Wheel Drive Association of British Columbia shall be managed and controlled by an elected Board to be called the Board of Directors.
- B. The Board of Directors shall consist of not less than four Executive Officers who shall be the President, Vice-President, Treasurer and Secretary, and not less than five other Directors called Administrative Officers.
- C. The Board of Directors shall have the control and management of the property and funds of the Four Wheel Drive Association of British Columbia and shall transact all such business that is not subject to the approval of the members at a general meeting. It shall exercise all power authorized by the Constitution and Bylaws.
- D. The Board of Directors shall hold at least eight Board of Director meetings per year. Five Directors shall constitute a quorum at all directors' meetings.
- E. A notice giving the date, time and place of the Board of Directors meetings, as well as the minutes of the previous meeting and agenda for the upcoming meeting shall be delivered to each Director at least fifteen days before the holding of such meetings except for special Directors' meetings.
- F. A Director, with the unanimous consent of the Directors, may call a special meeting of the Board of Directors at any time.
- G. The Board of Directors may from time to time, either among themselves or from any members of the Four Wheel Drive Association of British Columbia constitute committees to perform such business on behalf of the Four Wheel Drive Association of British Columbia as may be decided by the Board of Directors. The President shall act ex-officio on all committees.
- H. Any Director who is absent from two consecutive scheduled Directors meetings, without reasonable explanation, may be struck from the Board by vote of the Board of Directors.
- I. The Board of Directors shall, by a majority vote at any Directors meeting, have the power to replace any Director who may cease or has ceased to be a Director.
- J. The Board of Directors shall have discretion and control in all matters for which no specific provision has been made in the Bylaws and they shall decide any question as to the meaning or construction of the Bylaws.

9. Election or Appointment of Directors

- A. The Board of Directors shall be broken down into two categories: Executive, which duties and names are comprised of President, Vice President, Treasurer, and Secretary, and Administrative, which duties and names are comprised of Merchandising, Membership, Communications, Regions, and Director(s) at Large. All Directors will serve two-year terms.

- B. Directors shall be elected at each annual general meeting. In even-numbered years the positions of President, Secretary, Merchandise, and Membership shall be elected. In odd-numbered years the positions of Vice President, Communications, Regions, and Director(s) at Large shall be elected. In addition, a Treasurer will be appointed. All Directors shall be eligible for re-election.
- C. A 10th Director shall be added when membership reaches 5000.
- D. All Director positions shall be open to any individual member whose membership is fully paid up, and has reached the age of majority. In the case of the position of Treasurer, basic qualifications must be met.
- E. Directors shall be elected by a simple majority of the voting members participating in the annual general meeting vote.

10. Executive

A. President

1. The President presides at meetings of the Four Wheel Drive Association of British Columbia and of the Board of Directors.
2. In the absence of the President these duties shall devolve upon the Vice-President, Secretary, and Treasurer in that order.
3. The President shall have general supervision of the affairs of the Four Wheel Drive Association of British Columbia and shall be ex-officio member of all committees.

B. Vice President

1. The Vice President shall assume the duties of President in the event the President is unable to attend meetings and/or functions.

C. Treasurer

1. The Treasurer shall have charge of all deeds, contracts, bonds, certificates, securities, and muniments of title belonging to the Association.
2. The Treasurer shall keep financial records, including books of account, necessary to comply with the Society Act,
3. The Treasurer shall render financial statements and other reports to the Directors, members and others when required, and
4. Maintains Society online payment system accounts to transfer funds for timely deposit into our Four Wheel Drive Association of British Columbia bank account.

D. Secretary

1. The Secretary conducts the correspondence of the Four Wheel Drive Association of British Columbia and reports thereon to the Board of Directors.
2. The Secretary gives due notice of all meetings of the Board of Directors and the Four Wheel Drive Association of British Columbia, and attends same.
3. The Secretary keeps adequate records (minutes) of the proceedings of the meetings of the Board of Directors and the Four Wheel Drive Association of British Columbia. If not present at a meeting, the Board will appoint another member to take minutes, recognizing that business needs to be slower due to the inexperience of the appointee.

4. The Secretary gives immediate notice to the Board of Directors, club representatives (designates), corporate designates, and other members and committees of all votes, orders, resolutions and proceedings affecting them or pertaining to their respective duties.
5. The Secretary has charge of the records of the Four Wheel Drive Association of British Columbia, except those required to be kept by the Treasurer, or shall give Power of Attorney as the Board of Directors may determine for signing such documents of the Four Wheel Drive Association of British Columbia.

11. Administrative Directors' Roles

Administrative Directors' roles to be further defined in the Policy and Procedures manual.

Merchandising

Membership

Communications

Regions

Director(s) at Large

12. Removal of Directors

- A. Any member may recommend the removal of a Director from office on the grounds of conduct detrimental to the office. Removal of a Director shall be governed by the following procedure.
 1. Removal of a Director may be initiated by submittal of a Petition for Removal signed by members making up at least 10% of the Four Wheel Drive Association of British Columbia's membership. Upon receipt of this Petition for Removal, the Board of Directors shall initiate a Confirmation Vote by all members of the association at a special general meeting within 120 days, with at least a 45 day notice.
 2. A simple majority of participating voting members shall determine the continued service of the Director.
 3. Removal of a Director through the execution of this process does not prevent the member from in future holding any office in the Four Wheel Drive Association of British Columbia as a result of the normal election processes.
- B. The Board of Directors shall, by a majority vote at any Directors meeting, have the power to replace any Director who has ceased to be a Director. The Director(s) so appointed shall hold office until the next annual general meeting, unless other clauses intervene.

13. Audit

Please refer to BC Societies Act Part 9 for regulations.

14. Manner of Altering Bylaws

- A. The Constitution or Bylaws may be amended at any general meeting of the Four Wheel Drive Association of British Columbia by a special resolution of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- B. Notice of all proposed amendments must be given to the Secretary not less than 30 days before any such meeting is to be held, and the Secretary shall notify all members and Directors, no less than 21 days prior to such meeting.

15. Rules of Order

- A. The fundamental rules of Canadian Parliamentary Rules of Procedure as set out in Robert's Rules of Order shall govern the proceedings of the Association, its Board of Directors, and committees, as far, as they may be applicable without coming into conflict with the Constitution and Bylaws.
- B. The Four Wheel Drive Association of British Columbia may exercise its borrowing powers only by a special resolution passed at a general meeting.

16. Books and Records

The financial statements and records, as specified by the Societies Act, of the Four Wheel Drive Association of British Columbia shall be made available to the members at general meetings of the Association, with adequate notice of this request.

17. General Provisions

- A. Should any member be proven, to the satisfaction of the Board of Directors, to be guilty of any conduct liable to endanger the welfare, good name or good order of the Four Wheel Drive Association of British Columbia, the same may be reported to any meeting of the Four Wheel Drive Association of British Columbia, which may expel such member from membership by majority vote, and shall be struck off the membership rolls by the Membership Administrative Officer, or take such other action as may be necessary. Dues previously paid by such member shall be forfeit by the member as a donation to the Four Wheel Drive Association of British Columbia.
- B. Any member who desires to withdraw from membership in this Association, may notify the Board of Directors in writing to that effect, and on receipt of such notice by the Board of Directors, the member shall cease to be a member, and shall be struck off the membership rolls by the Membership Administrative Officer. Dues previously paid by such member shall be forfeit by the member as a donation to the Four Wheel Drive Association of British Columbia.
- C. Any decal or crest that shall identify the bearer as a member of the Four Wheel Drive Association of British Columbia shall be the property of the Association and can be asked to be removed, by instruction of the Board of Directors.