

BYLAWS OF R.V.O.A. RECREATION VEHICLE OWNERS' ASSOCIATION OF BRITISH COLUMBIA (THE "SOCIETY")

PART 1. - DEFINITIONS AND INTERPRETATION

Definitions

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.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 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.

PART 2 - MEMBERS

Application for membership

2.1 A person may apply to the Board in writing, on application forms provided by the Society, for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board and the Board may provide for a higher membership fee for a new member and a lower fee for a renewing member. Any member that ceases to continue being a member

pursuant to these Bylaws will be considered a new member when re-applying for membership.

Member not in good standing

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

Member not in good standing may not vote

- 2.5 A voting member who is not in good standing:
- (a) may not vote at a general meeting, and
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

- 2.6 A membership in the Society is terminated if the member is not in good standing for 90 (ninety) consecutive days.

Life members

- 2.7 Notwithstanding sections 2.4 and 2.6 Life Memberships, as that term was defined in the Society's bylaws in effect prior to the effective date of these Bylaws shall continue as Members in good standing provided a Life Membership is not otherwise in breach of Section 2.2.

Expulsion

- 2.8 Any member guilty of misconduct or unethical practices may be expelled from the Society by two-thirds (2/3) majority vote of the Board provided that the Society:
- (a) shall first send to the member written notice of the proposed expulsion, including reasons therefor and,
 - (b) give the member a reasonable opportunity to make representation to the Board respecting the proposed expulsion.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meetings

- 3.1** A general meeting must be held in British Columbia at the date, time and place the Board determines, provided that such date must be within six months of the Society's fiscal year end.

Ordinary business at general meeting

- 3.2** At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors and officers;
- (e) appointment of an auditor, if any; and
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

- 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.

Notice of general meeting

- 3.4** (1) Written notice of the date, time and location of a general meeting must be sent to every member at least 7 days before the meeting, but not more than 60 days before the meeting;
- (2) Notice of a general meeting of the Society, if at that time the Society has more than 250 members, is deemed to have been sent under subsection (1) if:
- (a) notice of the date, time and location of the meeting has been sent to every member of the Society, who has provided an email address to the Society, by email to that email address; and

(b) notice of the date, time and location of the meeting:

- (i) is published, at least once in each of the 3 weeks immediately before the meeting, in one or more newspapers in circulation throughout British Columbia, or
- (ii) is posted throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all the members of the Society.

(3) The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.

Waive of notice

3.5 (1) A member of the Society may, in any manner, waive the member's entitlement to notice of a general meeting or may agree to reduce the period of that notice.

Chair of general meeting

3.6 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair, or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the first vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and first vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.7 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

- 3.8** Business, other than the election of the chair and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meeting

- 3.9** The quorum for the transaction of business at a general meeting is ten (10) voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

- 3.10** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present:
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within thirty (30) minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 3.11** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournment by chair

- 3.12** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 3.13.** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for thirty (30) days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

- 3.14** The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors and officers, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and
- (h) terminate the meeting.

Method of voting

- 3.15** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by secret ballot.

Announcement of results

- 3.16** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

- 3.17** Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

- 3.18** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaw to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Number of votes

- 3.19** Each membership number shall be entitled to one (1) vote. Votes shall not be transferable between membership numbers.

PART 4 – DIRECTORS

Number of Directors on Board

- 4.1** The Society must have no fewer than three (3) directors and no more than five (5) Directors.
Each director must be a member in good standing at the time of election and pursuant to section 6.1 will also hold one or more officerial positions.

Election or appointment of directors

- 4.2** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Consent to act

- 4.3** The election or appointment of an individual as a director is invalid unless:
- (a) the individual has consented in writing prior to the meeting, to be a director

of the Society, or:

- (b) the election or appointment is made at a meeting at which the individual is present and the individual does not refuse at the meeting to be a director,

Directors may fill casual vacancy on Board

- 4.4** 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.

Term of appointment of director filling casual vacancy

- 4.5** 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.

Term of directors

- 4.6** All directors elected or appointed shall hold a term of office of two (2) years provided that at the first annual general meeting following the effective date of these Bylaws, and only at such first annual general meeting, those directors who are elected or appointed to the positions of president, second vice president and treasurer shall be elected or appointed to hold a term of office of one (1) year, it being the intent that directors holding the positions of president, second vice president and treasurer shall be elected or appointed on alternate years to those directors holding positions of first vice president and secretary.

Ceasing to hold office

- 4.7** In addition to the provisions of the Act, a director shall cease to hold office immediately upon that director ceasing to be a member in good standing.

PART 5 – DIRECTOR'S MEETINGS

Calling directors' meeting

- 5.1** A directors' meeting may be called by the president or by any 2 other directors.

Notice of director's' meeting

- 5.2** At least 10 days notice of a directors' meeting must be given unless all the directors' agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 5.3 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.

Conduct of directors' meetings

- 5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

- 5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

PART 6 – BOARD POSITIONS

Election or appointment to board positions

- 6.1 Directors must be elected or appointed to the following board positions, and a director, other than the president, may hold more than one position:
- (a) president;
 - (b) first vice president (rallies and events)
 - (c) second vice president (commercial members)
 - (d) secretary (individual members)
 - (e) treasurer

Directors at large

- 6.2 Directors who are elected or appointed to positions on the board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Immediate past president

- 6.3 The immediate past president shall, for a period of one (1) year after the termination of his or her presidency, other than termination pursuant to sub-section 4.7, be entitled to receive notice of and participation at all directors' meetings provided however that he or she shall have no voting privileges at such meetings.

Role of president

6.4 The president is the chair of the board and is responsible for supervising the other directors in the execution of their duties.

Role of first vice president

6.5 The first vice president is the vice-chair of the board and is responsible for carrying out the duties of the president if the president is unable to act. In addition, the first vice president shall be responsible for arranging and executing the Society's social events.

Role of secretary

6.6 The secretary is responsible for doing or making the necessary arrangement for the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act; and
- (f) maintaining the membership files, and processing new and renewing members.

Absence of secretary from meeting

6.7 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.8 The treasurer is responsible for doing, or making the necessary arrangements for the following:

- (a) receiving and banking monies collected from the members or others;
- (b) keeping accounting records in respect of the Society's financial transactions;

- (c) assisting in the preparation of the Society's financial statements;
- (d) making the Society's filing respecting taxes, if required.

Role of second vice president

6.9 The second vice president is responsible for carrying out the duties of the first vice president if the first vice president is unable to act. In addition, the second vice president shall be responsible for recruiting and maintaining members who are manufacturers of recreational vehicles, dealers, suppliers, jobbers, recreational vehicle park owners or operators and others engaged in the recreational vehicle industry.

Wagon-master

6.10 The Board may at any time and from time to time appoint a member as a Wagon-master who shall be responsible for arranging and coordinating wagon trains composed of those members who are interested in participating in such. Any expenses incurred in arranging such wagon-trains shall be for the sole account of those members participating and not that of the Society.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity. In addition, the Society may reimburse a director for reasonable expenses necessarily incurred by the director in performing his or her duties as a director or officer and the Society may also pay for a director's costs as a member in attending any sanctioned Society event and a director's membership fees while holding the office of director.

Signing Authority

- 7.2** A contract or other record to be signed by the Society must be signed on behalf of the Society:
- (a) by the president, together with one other director,
 - (b) if the president is unable to provide a signature, by the first vice president together with one other director,

- (c) if the president and first vice president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Miscellaneous

- 7.3** The Society shall have no borrowing powers.
- 7.4** The Society shall maintain a bank account or accounts in a bank approved by the Board provided that all cheques issued in the name of the Society shall require the signature of any two (2) directors.
- 7.5** The fiscal year of the Society shall be July 31st of each year.

12/12

Updated - July 13/18

DRAFT