



# West Vancouver Otters Swim Club Society

## MEMORANDUM

**TO:** West Vancouver Otters Swim Club Members

**FROM:** Carman J. Overholt, Q.C. – Past President

**DATE:** September 16, 2016

**SUBJECT: PROPOSED BYLAW CHANGES**

The Board of Directors of the West Vancouver Otters Swim Club Society has recently reviewed the Bylaws of the Society to determine whether they meet the current requirements of the Otters and recently introduced legislation. The Bylaws had not been reviewed for many years. Given the introduction of new legislation this year and the need to update the Bylaws, the Board authorized a review and has approved in principle the proposed amendments to the Bylaws described in this memorandum. The proposed amended Bylaws are attached for your reference.

A Constitution is also required by the new *Societies Act*. The *Societies Act* requires that the Constitution only set out the name and purpose of the Society. The proposed amended Constitution is also attached for your reference.

The purpose of this memorandum is to summarize the proposed amendments of the Bylaws and to encourage you to review and to provide the Board with any comments and questions.

The proposed amendments to the Constitution and Bylaws will be considered by the membership of the Otters at its Annual General Meeting, to be held at 7:00 PM on Thursday, October 13, 2016, at the West Vancouver Recreation Centre.

The proposed changes to the Otters Bylaws are summarized as follows:

**1. Minor language changes**

The proposed changes have addressed spelling and grammatical errors in the current Bylaws.

**2. Updated reference to governing legislation**

All references to the *Society Act* have been changed to the *Societies Act*, SBC 2015, c 18.



### **3. Language amendments to Senior Member category**

The term “wards” has been removed from the Senior Members category of membership. It has been replaced with “parents or guardians of junior members”.

### **4. Creation of a new category of membership**

A new category of membership for inactive members is proposed. These members will have voting privileges.

### **5. Process for Expulsion**

A member may be expelled if the majority of the Board finds that the member has acted in contravention to the policies of the Society. The current Bylaws provide that a member may be expelled only by a Special Resolution of the members passed at a General Meeting.

### **6. Removal of Registrar as a required Officer and Director**

The Office of the Registrar has been removed. The amended Bylaws do not require a director to hold the Office of Registrar. It is proposed that new offices be created as follows:

- (1) Officials Director;
- (2) Social Events Director;
- (3) Travel Coordinator; and
- (4) Fundraising Director.

### **7. Directors to take office at Annual General Meeting**

All Directors will take office as of the date of the Annual General Meeting, instead of November 1<sup>st</sup> of the year in which they are elected.

### **8. Addition to appointment provision**

Any individual appointed or employed to carry out the work of the Society shall do so based on written terms that have been authorized by the Board.



**9. Removal of Directors**

A Director who fails to attend four consecutive Directors' meetings without cause may be removed as a Director. Their removal is no longer automatic.

**10. Meetings of the Board to include teleconference and video conference**

The amended Bylaws will allow meetings of the Board to be held by telephone conference or by video conference.

**11. Quorum**

The Quorum of the Board of Directors shall be at least 5 Directors, instead of "the majority" of the elected Directors.

**12. Deletion of Office of the Registrar and addition of duties to the Office of Treasurer**

It is proposed that the Officer/Director position of Registrar under the current Bylaws is to be removed and the Treasurer is to assume all the responsibilities previously held by the Registrar. It is proposed that the Registrar will no longer be a Board position.

**13. Creation of new Officer Positions**

The offices of Officials Director, Social Events Director, Travel Co-ordinator, and Fundraising Director have been created and their proposed duties are described in the proposed amended Bylaws.

**14. Coaching Services**

A contract for Coaching Services entered into by the Otters may be terminated by a Special Resolution of the Board of Directors.

**15. Change of date for the adoption of the Bylaws**

The date of any amendment of the Bylaws will be referenced in substitution for the current reference to June 13, 2000.

If you have any questions or suggestions, please contact me at (604) 676-4196 or at [carman@overholtlawyers.com](mailto:carman@overholtlawyers.com)