

2020 WCSC AGM Special Resolution 2

BACKGROUND:

Extracts from current bylaws that you might want to reference:

BOARD OF DIRECTORS

3. A special meeting may be called on the instructions of any two members provided they request the President in writing to call such meetings, and state the business to be brought before the meeting. Meetings of the Board shall be called by ten days notice in writing by email to each member or by three days notice by telephone.

GENERAL MEETINGS

1. This society shall hold an general annual meeting on or before December 31, in each year, of which notice in writing will be delivered through the forum prior to the date of the meeting. At this meeting there shall be elected a President, Secretary, Treasurer, (or Secretary/Treasurer), and three directors. The officers and directors so elected shall form a Board, and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any member in good standing shall be eligible to any office in the society.

WHEREAS:

The board wishes to make changes to the bylaws to clarify electoral procedures and the various definitions used in the bylaws, and to protect the society's tenures from neglect and abuse.

The actual proposed changes are under the "BE IT RESOLVED THAT" section below, but first is a point-by-point summary and reasoning for these changes:

- I. Just grammar.
- II. Adapt this *definitions & interpretation* section from BC Societies model bylaws to clarify the most basic definitions and to make explicit the connection to the BC Societies Act which these bylaws are written under.
- III. Minor wording changes for clarity and to fix typos.

- IV. Implement the decision to stop collecting personal addresses for the sake of privacy and for lack of need, as decided at the 2019 AGM, and also minor wording change to eliminate the possibility of “assessments” on individual members.
- V. Clarify the total number of directors, that officers such as President are also directors and not just officers, and also reduce the barriers for members to call a special general meeting if members feel that it is needed but the board disagrees.
- VI. Protect crown land tenures – the society’s most important assets – against neglect and abuse: keep the board accountable for maintaining tenures, and make sure the tenures continue working for the benefit of the members. We are also adding an overview of current tenures status and ongoing tenures work as an item to the regular AGM agenda, but that’s not part of the bylaws.

BE IT RESOLVED THAT:

The society’s bylaws shall be amended to:

I. Change the title from “Societies ByLaws” to “Society’s Bylaws”

II. Add a new DEFINITIONS AND INTERPRETATION section before the MEMBERSHIP section, with the following content:

1. Definitions. In these bylaws:
 - “societies 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.
2. Definitions in the Societies Act apply to these bylaws. If there is a conflict between these bylaws and the Societies Act or the regulations under the Societies Act, the Societies Act or the regulations, as the case may be, prevail.

III. Update the “BOARD OF DIRECTORS” section for clarity:

1. Replace “special meeting” with “board meeting” in paragraph 3 to avoid confusion with special general meetings.
2. Fix typo: replace “or” with “for” in “removed from office or any cause” in paragraph 5.

IV. Update the “MEMBERSHIP DIRECTOR” section to stop collecting mailing addresses:

1. Replace “addresses” with “email addresses” in paragraph 1, pursuant to discussion and member vote at the 2019 AGM, as we have not needed to mail anything to our members

in many years, and do not foresee such a need in the future. We will still ask which town the members are from to know the general geographic distribution of our members.

2. Replace “annual dues or assessments” with “membership fees” to standardize terminology and eliminate the possibility of “assessments” which are not otherwise defined in the bylaws.

V. Update the “GENERAL MEETINGS” section to clarify election procedures:

1. In paragraph 1, replace “next meeting” with “next general meeting” to standardize terminology.
2. In paragraph 1, replace “to any office” with “to any office or director position” for clarity.
3. In paragraph 1, replace:

“At this meeting there shall be elected a President, Secretary, Treasurer, (or Secretary/Treasurer), and three directors. The officers and directors so elected shall form a Board, and shall serve until their successors are elected and installed.”

with:

“At this meeting the members shall elect a total of seven directors, including the President, Secretary, Treasurer, (or Secretary/Treasurer), and Membership director. The elected directors shall form the Board, and shall serve until they resign, are removed, or until their successors are elected and installed. For extra clarity, every officer elected by members is also at the same time elected as a director.”

4. In paragraph 2, replace:

“A special meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last known address of the president, delivered in the mail twenty days prior to the meeting.”

with:

“Members who want to call a special general meeting may petition the board to call such a meeting. Such a petition shall include the reason for calling the meeting, and shall be mailed by letter to the last known address of the President. The board, if asked by a member in good standing, must provide a mailing address suitable for this purpose. A special general meeting shall be called by the President or Secretary upon receipt of such a petition if the total number of signatories who are members in good standing is greater than one fifth of the number of “Regular” members in good standing. For clarity, the signatories don’t need to be “Regular” members to be counted. Such a special general meeting must be scheduled for a date that is no later than 20 days after the petition letter was delivered.”

VI. Add the following “TENURES” section after the “VOTING” section:

1. The society may obtain tenures on crown land in its name to secure members' access to flying sites.
2. The society must maintain its tenures:
 - a) The society must pursue all possible avenues to promptly renew every tenure it holds unless members have passed a resolution to non-renew this tenure at least 60 days prior to the renewal deadline, or renewal is impossible due to factors outside of the society's control, such as rezoning of the land parcel in question that excludes freeflight use. If renewal is impossible, the board must promptly notify the membership about the upcoming problem by email.
 - b) The society must not cancel / abandon any tenure without passing a special resolution to that effect at least 60 days prior to the intended action.
 - c) The society must not downgrade any tenure from commercial to non-commercial use without passing a special resolution to that effect at least 60 days prior to the intended action.
 - d) The society must not transfer the ownership or control of any of its tenures to other individuals, organizations or entities, including but not limited to members, directors, officers, other freeflight clubs or freeflight associations, without passing a special resolution to that effect at least 60 days prior to the intended action.
3. Entering into a tenure agreement for crown land may require the society to demonstrate safe operations and/or require insurance in its management plan; in those cases the society may impose additional requirements on members wishing to use the tenured site, e.g. the society may require use of helmets, additional waivers, liability insurance (e.g. HPAC), etc. on tenured sites. Those additional requirements should only be introduced for the purpose of ensuring reasonable safety and compliance with regulations regarding tenures, and should not be unreasonable or insurmountable for all but a small minority of members.