



# Policy:

# **SSBC ByLaws**

Update 2 - Section 6

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Board approved: April 2024  
Member Ratified: Date  
Last Reviewed: 2023



Rationnel for Proposed Change:

To update the nominating procedure for Board Members.

It is best practice to allow for proper vetting of potential nominees for the Board. No longer accepting nominations for Board positions from the floor will allow the Nominations committee to do so.

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Instructions to Reader:

Additions are marked in **Red Text**

Deletions are marked by ~~Strikeout text~~

## **Part 6 – Board of Directors**

6.1 1) The Board may exercise all the powers of the Association, and do all the things that the Association may do, subject to:

- a) the Constitution and these Bylaws, and
- b) all laws affecting the Association.

2) Without limiting the generality of Bylaw 6.1 (1), the Board may by resolution establish rules, regulations and policies to govern the affairs of the Association, its members, and Speed Skating in British Columbia.

6.2 1) The directors are the President, Vice-President, Secretary, and Treasurer, who are also the elected officers, and not less than three and not more than five other directors (one of which may be the Skater Representative) with the number determined by ordinary resolution at the AGM.

2) A director has a normal term of office of two years, and one half of the directors, or a number so near to one half as is reasonably practicable, must be elected at each AGM.

3) The President, Secretary, and half of the directors who are not officers pursuant to Bylaw 9.1 must be elected in years that are not evenly divisible by two.

4) The Vice-President, Treasurer, and half of the directors who are not officers under Bylaw 9.1 must be elected in years that are evenly divisible by two.

5) Directors must be elected at the AGM, and a separate election must be held for the President, Vice-President, Secretary and Treasurer.

6) An election must be by secret ballot, unless there is only one candidate for a position, in which case the candidate must be declared to be elected.

7) Directors take office at the adjournment of the AGM at which they are elected, or when they are appointed under Bylaw 6.7.

8) Where a vacancy arises under Bylaw 6.4 or 6.6, or the number of directors is changed by ordinary resolution, a director may be elected to a one year term.

6.3 A candidate for election as a director must:

1) be nominated in writing by two Member Clubs, or by the Board, a minimum of 30 days prior to Annual General Meeting,

2) consent to the nomination,

3) be a member in good standing of a Member Club, or an Individual Member in good standing,

4) be or become an Individual Member within ten days after being elected,

5) not be an immediate family member of another member of the Board, and

6) not be disqualified from being a director of a company under section 124 of the Business Corporations Act

6.4 A director ceases to be a director on:

- 1) the end of the director's term of office, unless the director is re-elected,
- 2) resigning in writing,
- 3) becoming a delegate of a Member Club for the purposes of the Annual General Meeting,
- 4) ceasing to be an Individual Member in good standing,
- 5) death,
- 6) becoming unable to perform the duties of a director due to physical or mental disability, or
- 7) failing to attend three consecutive meetings of the Board without the authorization of the Board.

6.5 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by Bylaw 6.2.

6.6 The members may, by special resolution, remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.


6.7 1) The Board may appoint a member who is eligible under Bylaws 6.3 (b), (c), (d) and (e) to fill a vacancy in the Board.

2) A director so appointed holds office only until the next AGM, at which time an election must be held to fill the remainder of the term, if any.

6.8 Directors must not be remunerated for being or acting as directors but may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Association.

6.9 Subject to court approval, the Association must indemnify a director or former director of the Association, and a director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the director, in a civil, criminal or administrative action or proceeding to which the director is made a party because of being or having been a director, including an action brought by the Association, if:

- 1) the director acted honestly and in good faith with a view to the best interests of the Association, and
- 2) in the case of a criminal or administrative action or proceeding, the director had reasonable grounds for believing the director's conduct was lawful.



6.10 Terms of Office. All directors, including President, Vice-President, Treasurer and Secretary can serve up to three (3) consecutive 2 year terms to a maximum of six (6) years. After a two (2) year absence the member may again be nominated for a position on the Board.