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BYLAWS

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RECREATION FACILITIES ASSOCIATION OF BRITISH COLUMBIA

CONSTITUTION

Approved at the Annual General Meeting
April 17th, 2024

ARTICLE 1. - NAME

Section 1.

The name of this organization shall be "Recreation Facilities Association of British Columbia".

ARTICLE 2. - PURPOSE

Section 1. Vision:

"RFABC is a leading resource for the Recreation Sector in British Columbia."

Section 2. Mission:

The mission of the RFABC is to promote safe and efficient operation of recreation facilities through the provision of educational opportunities, networking, training, and advocacy for the recreation sector.



RECREATION FACILITIES ASSOCIATION OF BRITISH COLUMBIA

BY-LAWS

Approved at the Annual General Meeting
April 18th, 2024

ARTICLE 1 - MEMBERSHIP

Section 1 - Individual Membership

Shall be granted to such individuals who are interested in the purpose of the Association or who are employed by or may represent non-profit boards, commissions, facilities, agencies or councils and who provide recreation services or facility operation for the public or private sector. Independent Associates do not qualify for individual membership status. Persons holding individual membership are eligible to one (1) vote. Individual Memberships may be purchased in groupings by facilities or communities.

Section 2 - Associate Membership

Shall be granted to persons employed by or who represent engineering, industrial, commercial, and manufacturing firms who perform or sell services or products to the membership of the Association. Associate members shall not have voting power, with the exception of the elected representative of the Associates who shall be granted one (1) vote.

Section 3 - Life Membership

1. There shall be no limit on Life Members
2. Eligibility
 - All Past Presidents, after their retirement from active employment in the sector, should be considered.
 - The Executive, a Zone, or a member could nominate any other member who is felt to have made an outstanding contribution to the Association.
 - All nominations must be made in writing to the Executive Committee, outlining the merit of the individual's contributions to the Association.
 - The Executive Committee will review nominations for Life Memberships and will forward nominations that are deemed to be eligible to a committee of three Past Presidents. The committee of Past Presidents will be selected by the President and will include the immediate Past President to ensure continuity with the Executive Committee.

- The committee of Past Presidents will review each nomination in consideration of the committee member's collective experience with the association, knowledge of the individual, and the content included in the nomination.
 - The committee of Past Presidents will return Life Member nominations that are deemed to be appropriate to the Executive Committee to be passed by the general membership at the next annual general meeting or by mail vote with a 75% majority.
3. Privileges
- Life Members will not be subject to membership fees.
 - Life Members will be entitled to all the privileges of a regular member.

Section 4 - Honorary Members

1. There shall be no limit on Honorary Members
2. Eligibility
 - Honorary membership shall be granted to worthy persons outside the Association. This membership is granted in order to pay the Association's respects or to honour and develop reciprocal relationships with other associations serving the sector.
 - Candidates must be recommended by the Executive Director, Executive Committee, a member, or a Zone and be passed by the Board of Directors.
 - Honorary memberships shall be valid for a term of five (5) years, at which time the recipient may be revisited and/or renewed by the Board of Directors.
3. Privileges
 - Honorary members will not be subject to membership assessments.
 - Honorary members will not be eligible to vote.
 - Honorary members will be eligible for all other membership privileges.

Section 5 - Student Memberships

Shall be granted to persons actively attending courses in Recreation or Facility Management. This category of membership does not enjoy voting privileges.

Section 6 - Ceasing to be a member.

A person shall cease to be a member of the Association:

1. by delivering their resignation in writing to the Secretary of the Association; or
2. by mailing or delivering it to the address of the Association; or
3. upon death; or
4. on being expelled; or
5. on having been a member not in good standing for a period of time prescribed by the Board of Directors.

Section 7 - Expulsion

1. A member may be expelled by a special resolution of the members passed at a general meeting.
2. A brief statement of the reason or reasons for the proposed expulsion shall accompany the notice of special resolution for expulsion.
3. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Section 8 - Good Standing

All members are in good standing except a member who has failed to pay their current annual membership fee, if any, or other subscription or debt due and owing by them to the Association.

ARTICLE 2 - OFFICERS

ARTICLE 2 - OFFICERS

Section 1 - Executive Committee and Board Composition

The officers will comprise the Executive Committee and the Board of Directors of the Association.

The Executive Committee of the Association consists of:

- President
- President-Elect
- Past President
- Secretary
- Treasurer – appointed – ex-officio (non-voting).

The Board of Directors of the Association consists of:

- Associate Director
- Education Director
- Facilities Director
- Programs and Services Director
- Arenas Director
- Aquatics Director
- Parks and Sports Fields Director
- Ex-Officio Positions: The Board of Directors may appoint ex-officio (non-voting) members to the Board as required.

Section 3 - Officers in Good Standing



Each officer of the Association noted in Article 2 (1) shall be a member in good standing as herein provided.

Section 4 - Compensation

All officers shall serve without compensation, except as approved by the Executive Committee.

Section 5 - Term of Office

All officers shall serve for a period of two (2) years or until their successors are elected.

In even numbered years these positions will be elected by the general membership:

Secretary, Education Director, President Elect, Parks and Sports Fields Director, Aquatics Director

In odd numbered years these positions will be elected by the general membership: Associate Director, Arena Director, Facility Director, Programs and Services Director.

When an individual is elected as President-Elect, this means that they are being elected as the President-Elect for a 2-year term, President for a 2-year term and then the Past President's position for a 2-year term.

Section 6 - Officer Vacancy

A vacancy occurring in any elective office between Annual Meetings shall be filled by the manner prescribed in Article 11.

Section 7 - Removal and Replacement of an Officer

A director or executive may be removed from office by special resolution and approved by 75% of the membership attending the AGM and another director or executive may be elected, or by ordinary resolution appointed, to serve during the balance of the term.

ARTICLE 3 – RESPONSIBILITY OF THE EXECUTIVE COMMITTEE

Section 1 - Control and Administration

The Executive Committee shall be responsible for the supervision, control and administration of the affairs of the Association and the prompt and efficient conduct of all business allotted to it, or assigned to it, from time to time by the Association, and shall hold its meetings on such dates as may be fixed by resolution of such

Committee or at the call of the President, and the Executive Committee may for the purpose of appointing dates for its meeting confer and vote by correspondence. It shall make such arrangements as are necessary to hold a Conference each year.

Section 2 - Administrative Duties

The Executive Committee shall perform such administrative duties and exercise such administrative authority as shall be necessary between annual and other meetings in order that the affairs of the Association may be carried out.

Section 3 - Construction and Interpretation of Bylaws

The construction and interpretation of the Bylaws by the Executive Committee shall be final and binding unless such construction and interpretation is rescinded at a subsequent Annual Meeting of the Association.

ARTICLE 4 - EXECUTIVE COMMITTEE AND BOARD MEETINGS

Section 1 - Scheduling Meetings

The Executive Committee and/or Board of Directors shall meet at such times and places as may be deemed necessary by the President, or by written request of a majority of the Executive Committee. The Secretary will forward a written notice of such meeting to each member of the Executive Committee or Board of Directors at least three weeks prior to said meeting.

Section 2 - Remote Transaction of Business

The Executive Committee and Board of Directors may, without meeting together, transact business by mail, e-mail, telephone, or other electronic means to vote upon Association matters, subject to the approval of the President.

Section 3 - Quorum

A quorum for a Board Meeting will consist of a minimum of three (3) Executive Members and two (2) Board of Directors.

A quorum for an Executive Meeting will consist of three (3) members of the Executive Committee.

Section 4 - Meeting Chair

The President shall preside at all meetings of the Executive Committee and Board of Directors. In the President's absence the President-Elect will preside at the meeting and if that person is not available, the Secretary will preside at the meeting.

ARTICLE 5 - ANNUAL OR SPECIAL GENERAL MEETINGS

Section 1 - Scheduling Annual General Meeting

The Annual General Meeting of the Association shall be held once a year, at which all matters of business concerning the Association shall be transacted. The date of the Annual General Meeting is to be determined by Executive Committee in conjunction with the Conference Planning Committee.

Section 2 - Scheduling Special General Meetings

Special General Meetings of the Association may be called by the President or as may be desired by 10% of the voting members of the Association.

Section 3 - Order of Business

The order of business at Annual or Special General Meetings shall be as follows:

Reading and Adoption of Minutes of last General Meeting.

President's Report

Treasurer's Report

Reading of Financial Statements

Reports, written only, of all Executives.

Reports, written only, of all Directors.

Reports of Committees

General Business

The above order of business may be changed by the Chairperson on approval of the Membership assembled.

ARTICLE 6 - COMMITTEES

Section 1 - Executive Committee

The Executive Committee shall consist of the President, President-Elect, Secretary, Treasurer, and the immediate Past President. The Executive Director and Business Manager will sit on the Executive Committee in ex-officio, non-voting basis.

Section 2 - Board of Directors

The Board of Directors shall consist of all Directors with voting privileges.

Section 3 - Human Resources Committee



The Human Resources Committee shall consist of the President, President Elect, and the immediate Past President.

Section 4 - Special Committees

Special Committees shall be appointed by the President whenever it may be deemed advisable, and they shall perform such duties as may be authorized by the Executive Committee in their discretion.

Section 5 –Zone Representatives

There shall be designated geographical areas within the province referred to as Zones: Vancouver Island/Coast, Lower Mainland, Thompson-Okanagan, Kootenays, North, Skeena-Bulkley and Cariboo.

The Zones will serve as communication links for the Association and to that end Zone Representatives will be appointed from each area responsible to:

- Follow the Terms of Reference developed for the Committee.
- Encourage communication and networking within their Zone, between the Zone and the staff and Board of the Association, and with members from other Zones across the Province.
- Outline to interested groups or individuals within their area the importance of the Association and the benefits which may accrue through and Association membership.

Zone meetings (in person, online or hybrid) are encouraged and may be called at the discretion of the Zone Representatives and/or Board Directors and copies of the minutes of such meetings to be filed with the Secretary and circulated to the Executive Committee. Zone Representatives may attempt to hold at least two zone meetings per year, one meeting may be held at the Annual Conference.

Zone Representatives shall be appointed by the Board to serve a term until their successor is appointed and will report to the President-Elect.

Section 6 - Conference Planning Committee

The President, on or before July 1st the year prior to a conference, shall appoint a Conference Committee Chair who will confirm committee members. The Conference Committee will follow the Terms of Reference developed for the Committee.

ARTICLE 7 - FEES AND CHARGES

All fees and charges shall be amended by the Board of Directors annually or as needed.

ARTICLE 8 - AMENDMENTS TO THE BYLAWS

Section 1 - Amendments at AGM

Except as described in Article 3, Section 3, amendments of the Bylaws shall be made only at the Annual Meeting of the Association by the 2/3 vote of the authorized membership present.

Section 2 - Proposal of Bylaw Amendments

Proposed amendments to the Bylaws must be submitted to the Secretary in writing, at least two (2) months prior to the Annual Meeting. Copies of said amendments must be circulated to all members of the Association at least three (3) weeks prior to the Annual or Special General Meeting.

ARTICLE 9 - CONDUCT OF MEMBERS

Section 1 - Member Code of Ethics

All members of the Association agree to abide by the following "Code of Ethics" for the mutual benefit of all concerned.

"As a member I promise that I will at all times maintain the highest code of business ethics and good-will with all members in the Association and will make available all reasonable information of administrative and mechanical nature to the end that all members may benefit."

ARTICLE 10 - NOMINATION AND ELECTION OF OFFICERS

Section 1. Elections

All elected officers of the Association, except the Associate Director, shall be elected prior to the Annual General Meeting by mail in ballot, including a ballot by electronic means.

The Associate Representative shall be elected prior to the Annual General Meeting by a simple majority of the Associate membership by mail in ballot, including a ballot by electronic means.

Section 2. Nominations

The Board shall establish a Nominating Committee which shall be comprised of Directors from the current Board and at least one member of the Association. The Committee will be supported by a nomination process to ensure that candidates are eligible and possess the experience and qualities necessary to successfully fulfill the strategic directions of the Association.

The Nominating Committee will host a call for nominations when necessary and review any applications for director positions. The Nominating Committee shall put forward all candidates qualified who meet the criteria, if any, established by any nomination priorities as set by the Board from time to time.

Elections for Director positions shall be conducted by mail-in ballot or by electronic means of voting as determined by the Board capable of conducting an election, prior to any annual or special meetings of the members.

Any members of the RFABC upon being nominated for a position on the Board and agreeing to let their name stand for that position will have the opportunity to record a speech to be presented to the membership before a vote by ballot is taken.

Section 3.

A majority of all votes cast shall be necessary for the election of officers of the Association. In the event that any ballot cast does not show a majority for any nominee, the nominee having the lowest vote on the first ballot shall be dropped; a second ballot shall be taken and on each succeeding ballot, the same procedure shall be followed until one nominee has received a majority of the votes cast.

Section 4.

The President shall appoint such scrutineers as may be necessary for carrying out the election.

Section 5. Order of Elections

Dependent on the positions up for election in a given year, the ballot shall be taken in the following order: President-Elect, Secretary, Education Director, Facilities Director, Programs and Services Director, Arena Director, Aquatics Director, Parks and Sports Fields Director.

ARTICLE 11 - VACANCIES IN OFFICE

Section 1 - Vacancy of President

In the event of a vacancy in the office of President between Annual Meetings, the President-Elect shall become President for the unexpired term.

Section 2 - Vacancy of President-Elect and Directors



In the event of a vacancy in the offices of President-Elect, or Directors between Annual Meetings, the Executive Committee shall elect a qualified member to fill the office for the unexpired term.

ARTICLE 12. - FINANCE

Section 1 - Fiscal Year

The fiscal year of the Association shall begin on January 1st of each year.

Section 2 - Accounts

All monies belonging to the Association shall be deposited in its name in a bank account held at a bank or credit union. The Treasurer and signatories as approved shall be authorized to issue all payments on behalf of the Association.

Section 3 - Liability

No liability of any nature shall be valid against the Association unless authorized by the Association or the Executive Committee.

Section 4 - Audit

A certified accountant shall be retained annually to approve and audit a proper financial statement. Such financial statement shall be presented and distributed at each Annual Meeting.

Section 5 - Borrowing

In order to carry out the purpose of the Association, the Executive Committee and the Board of Directors may, on behalf of and in the name of the Association, raise or secure the payment of repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.

No debentures shall be issue without the sanction of a special resolution.

The members may, by special resolution, restrict the borrowing powers of the Executive Committee and/or Board of Directors but a restriction so imposed expires at the next Annual General Meeting.