

BRITISH COLUMBIA SEARCH AND RESCUE ASSOCIATION

CONSTITUTION AND BYLAWS

(Adopted by Special Members Resolution dated October 12, 2018)

1. The purposes of the society are to;

- (a) to enhance and support the delivery of a volunteer community based search and rescue service in British Columbia;
- (b) to foster a beneficial working relationship between registered volunteer search and rescue service providers and the agencies responsible for GSAR in British Columbia;
- (c) to provide public awareness of ground and inland water search and rescue;
- (d) to solicit, receive, control, administer and distribute funds, donations and gifts;
- (e) to liaise between all contributors, participants and stakeholders in the ground search and rescue service;
- (f) to undertake all duties and responsibilities previously held by the Provincial Search and Rescue Advisory Committee;
- (g) to provide and support public prevention, education, and awareness programs which promote safe outdoor activity;
- (h) to provide health and safety support to registered volunteer Ground Search and Rescue Groups and volunteers;
- (i) to own and dispose of property, both real and personal;
- (j) to liaise and interact with SAR organizations in other provinces, countries, and at the federal/national levels;
- (k) participate in the recognition of official GSAR groups in British Columbia; and
- (l) to promote, develop, support, assist, and deliver local, regional and provincial training for all GSAR volunteers.

BRITISH COLUMBIA SEARCH AND RESCUE ASSOCIATION
BYLAWS

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PROVINCE OF BRITISH COLUMBIA

SOCIETIES ACT

BYLAWS OF THE

**BRITISH COLUMBIA SEARCH AND RESCUE ASSOCIATION
(the “Association”)**

**PART 1
INTERPRETATION**

1.1 Definitions. In these Bylaws, unless the context otherwise requires:

“**Act**” means the Societies Act of British Columbia as amended from time to time;

“**Board**” or “**Board of Directors**” means the Directors of the Association for the time being, acting as a body;

“**Bylaws**” mean these Bylaws as altered from time to time;

“**Constitution**” means the Constitution of the Association as altered from time to time;

“**Director**” means a Director of the Association;

“**Directors**” means the Directors of the Association for the time being, including but not limited to Elected Directors, Executive Officers, Requesting Agency Directors, and Directors at Large and may be collectively referred to as the “Directors” or the “Board of Directors”;

“**Emergency Management BC**” or “**EMBC**” means that agency or branch of the government of the Province of British Columbia, or its successor, which is delegated the responsibilities to support ground search and rescue in the province of British Columbia as outlined in legislation, regulation, or government policy.

“**Executive Officers**” or “**Officers**” means the President, Vice President, Secretary and Treasurer of the Association;

“**General meeting**” includes an annual general meeting and an extraordinary general meeting;

“**Ground Search and Rescue Group**” or “**GSAR Group**” means a community based volunteer search and rescue organization, incorporated or otherwise, that is recognized as a Search and Rescue Group by Emergency Management BC to perform ground Search and Rescue operations under a task number issued by the province of British Columbia;

“**GSAR**”, “**Ground Search and Rescue**” and “**Ground Search & Rescue**” mean ground and inland water search and rescue within the Province of British Columbia, Canada including operations and activities conducted by Ground Search and Rescue Groups in support of air and marine search and rescue operations and activities and other operations in support of Requesting Agencies and local government emergencies;

“Member” means a member of the Association in accordance with these Bylaws;

“Registered Address” of a member means the member’s address as recorded in the Register of members;

“Requesting Agency” means any organization or government agency with the legal or designated authority to request the deployment of land and inland water SAR resources in British Columbia. Each Requesting Agency may designate a representative to represent their interests on the Association as an Agency Member and as a Requesting Agency Director;

“Senior Manager” means a Senior Manager of the Association appointed or elected pursuant to these Bylaws;

“Societies Act” or “Act” means the Societies Act, R.S.B.C. of the Province of British Columbia from time to time in force and all amendments to it.

“Special resolution”, including a special resolution for purposes of removing a Director under section 50 of the Act, means any of the following:

- (a) a resolution passed at a general meeting by at least 3/4 of the votes cast by the voting members;
- (b) a resolution consented to in writing by every member who would have been entitled to vote in person at a general meeting of the Association; or
- (c) a resolution voted on by mail or other electronic means of communication authorized by these bylaws, a resolution passed by at least 3/4 of the votes cast in accordance with the bylaws;

- 1.2 Conflict with Act or regulations.** If there is a conflict between these Bylaws and the Act or the regulations under the Act, then the Act or the regulations, as the case may be, prevails.
- 1.3 Singular, Plural and Gender.** Words importing the singular include the plural and vice versa, and words importing a male person include a female person and vice versa.
- 1.4 Definitions in Act Apply.** The definitions in the Act as amended from time to time apply to these Bylaws.
- 1.5 “Society” and “Association”** may be used interchangeably in this document when referring to the British Columbia Search and Rescue Association;
- 1.6 Headings.** The headings used in these Bylaws are for convenience of reference only and in no way define, limit, or enlarge the scope or meaning of the provisions of these Bylaws.

PART 2 MEMBERSHIP

- 2.1 Categories of Members** - There shall be five categories of membership in the Association as follows;

- (a) **GSAR Group Member** – a GSAR Group, as defined above.
- (b) **Associate Individual Member** – every volunteer registered with a GSAR Group in British Columbia is automatically an Associate Individual Member, otherwise, any other person may apply to the Directors for membership in the Association and on acceptance by the Directors is an Associate Individual Member.
- (c) **Associate Organizational Members** - An organization may apply to the Directors for membership in the Association and on acceptance by the Directors is an Associate Organizational Member.
- (d) **Honourary Member** - the Board of Directors may, by way of a special resolution, grant an Honourary lifetime membership to a person and/or organization.
- (e) **Agency Member** – Each Requesting Agency is an Agency Member. An Agency's representative is, upon application, accorded the privileges of that membership to represent that Agency's interests as a member and a Director.

2.2 Extension of Associate Individual Membership. An Associate Individual Membership in the Association shall be accorded to any person who serves as a Director or Executive Officer of the Association for so long as that person is a Director and/or Executive Officer.

2.3 Termination of membership. Cessation of membership. A person ceases to be a member:

- (a) by delivering a resignation in writing to the Directors or by mailing or delivering it to the address or the e-mail address of the Association;
- (b) on his or her death, or incapacity, or in the case of a corporation or society, upon dissolution;
- (c) on being expelled pursuant to Clauses 2.8; or
- (d) an Associate Individual Member other than a Director or Executive Officer of the Association, who ceases to be a registered member of a Ground Search and Rescue Group, as defined above, shall cease to be an Associate Individual Member, but may apply to be reinstated as an Associate Individual Member.

2.4 Termination of Membership Privileges. The rights, claims privileges, and/or interest, of a person as a member of the Association, including any rights in the property of the Association, cease to exist when the person's membership in the Association terminates.

2.5 Voting Rights. The voting privileges of members are as follows;

- (a) except as may be otherwise provided by these Bylaws, a GSAR Group Member is entitled to vote only in the election of its Elected Director;
- (b) otherwise, the Elected Directors, the Requesting Agency Directors, and the Executive Officers shall, in their representative capacities, be the only members entitled to cast votes at members meetings;
- (c) no other members are accorded voting privileges.

- (d) the Association has adopted a tiered representation system for voting. Except as is otherwise provided by these Bylaws, individual GSAR volunteers (Associate Individual Members) are represented by their GSAR Group Members, which in turn are represented at General Meetings of the members by the Elected Director for their geographic area. The Elected Directors represent the interests of all members within their geographic areas and cast their votes on the members' behalf in accordance with their responsibilities and best judgement.

2.6 Indirect Voting. Indirect voting by mail or another means of communication, including by fax, email, or other electronic means (in any case, "Indirect Voting") is permitted and:

- (a) the Directors may determine that specific resolutions of the voting members or elections by the will be conducted by Indirect Voting;
- (b) in the event the Directors determine that a resolution or election shall be approved for Indirect Voting, the Association will forward the proposed resolution or election ballots by email to last known email address of each voting member and, if a member does not have an email address, to the last known postal address;
- (c) the Directors shall designate a Director or Senior Manager who shall file the results favour or against with the notice of the proposed resolution, or results of an election, in the records of the Association; and
- (d) In the case of an electronic general meeting (telephone or internet etc.) then a resolution or election may be determined by votes cast orally or electronically.

2.7 Duties of Members. Every member must:

- (a) uphold the Constitution of the Association and comply with these Bylaws and any other rules, policies, and guidelines as may from time to time be made by the Association;
- (b) adhere to the Associations Code of Conduct, if any, as established and amended by the Membership from time to time; and
- (c) inform the Secretary, in writing, of any changes to their address, e-mail address (if any), and fax number (if any) for the purpose of receiving notices from the Association.

2.8 Special Resolution Regarding Discipline and/or Expulsion of Member.

- (a) A member may be expelled by a special resolution of the Directors passed at a Directors meeting by no less than a 3/4 majority of those Directors who cast votes at the meeting.
- (b) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (c) The person or organization who is the subject of the proposed resolution for expulsion must;

- (i) with adequate advance notice be provided with all relevant information and evidence relating to the allegations supporting the reasons for the proposed expulsion; and
- (ii) be given a full and fair opportunity to be heard at the Directors meeting and to fully and completely answer the allegations before the special resolution is put to a vote.

2.9 Roll of Emeritus. There shall be a Roll of Emeritus for the Association. There shall be as many members of the Roll as are nominated by the Association or appointed by these Bylaws. The Roll of Emeritus shall:

- (a) be an honorary position;
- (b) consist of all former Executive Officers and Directors of the Association and the former SAR Advisory as well as any person or entity voted by the Directors of being worthy of inclusion;
- (c) have no voting privileges;
- (d) be included in any written history of the Association; and
- (e) be entitled to be introduced and recognized at any Association meeting they attend.

PART 3 MEETINGS OF MEMBERS

3.1 Annual General Meetings. The Association must hold an annual general meeting at least once in each calendar year at such time and place as may be determined by the Directors.

- (a) The annual general meeting of the Association must be held not more than 15 months after the holding of the last preceding annual general meeting.

3.2 Resolution Instead of Annual General Meeting. If, in accordance with the Act, all voting members consent in writing by a unanimous resolution to all the matters that must, under the Act or these Bylaws, be dealt with at that annual general meeting, then the annual general meeting is deemed to have been held:

- (a) on the date on which the last voting member consents to the resolution; or
- (b) on any later date, specified in the resolution, that is on or before the date on which the annual general meeting must be held, and the requirements pursuant to the Act and these Bylaws in respect of calling, giving notice of and holding the annual general meeting are deemed to have been met.

3.3 Extraordinary General Meetings. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.4 Calling of General Meetings. The following rules shall apply to the calling of general meetings of the members:

- (a) the Directors may, at any time, call a general meeting to be held at such reasonable time and place as may be determined by the Directors.;

3.5 Notice for General Meetings. The following rules shall apply to notice of general meetings of the members:

- (a) Notice of a general meeting must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.
- (b) In the event of a Special Resolution the Notice must also include the full text of any special resolution being proposed at that meeting.
- (c) The accidental omission to give notice of a general meeting to, or the non-receipt of a notice by, one or more members entitled to receive notice does not invalidate proceedings at that general meeting.
- (d) All members may, by unanimous consent in writing given before, during or after the general meeting, waive or reduce the period of notice of a general meeting or, if all are present at the general meeting, by a unanimous vote, waive or reduce the period of notice of the general meeting and an entry in the minutes of such waiver or reduction will be sufficient evidence of the due convening of the general meeting;
- (e) Any notice of a general meeting must be given to:
 - (i) every voting member of the association who has the right to vote on the business at hand; and
 - (ii) the auditor, if Part 13 applies,and no other person is entitled to receive a notice of a general meeting.
- (f) The foregoing notwithstanding, the Directors may call an emergency meeting of the members upon providing at least one days written/electronic notice. In order for any resolutions to be passed at that emergency meeting there must first be an ordinary resolution passed to the effect that the calling of the emergency meeting without the usual notice is justified by the circumstances of the issue being considered.

PART 4 PROCEEDINGS AT GENERAL MEETINGS

4.1 Rules of Order. The Members will regulate their meetings and proceedings in accordance with the provisions of “Call to Order” by Herb Perry and Susan Perry except where they may conflict with the provisions of these Bylaws and, where they so conflict, the Bylaws shall prevail.

4.2 Chair. The following individuals are, in the following order, entitled to preside as the Chair of a general meeting:

- (a) the President of the Association;
- (b) the Vice-President of the Association, if the President is unable to preside as the Chair; or

- (c) one of the other Officers or Directors present at the meeting, if both the President and Vice-President are unable to preside as the Chair.
- (d) in the absence of any Directors or Officers, or if such are present but unwilling to act as Chair, then the members may elect another member to act as Chair.

4.3 Alternate Chair. If there is no individual entitled under these Bylaws who is willing and able to preside as the Chair within 15 minutes from the time set for holding the meeting, the members present must elect one of their number to preside as the Chair.

4.4 Quorum. The following rules shall apply with respect to a quorum at a meeting of the voting members entitled to vote on matters raised at the general meeting:

- (a) The quorum for the transaction of business at a general meeting is at least 10 voting members;
- (b) No business, other than the election of the Chair of the meeting and the adjournment or termination of the meeting, can be transacted at a general meeting unless a quorum of voting members is present;
- (c) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (d) If, within one half hour from the time set for holding a general meeting, a quorum of voting members is not present:
 - (i) in the case of a meeting convened on the requisition of members, the meeting is terminated; and
 - (ii) in any other case, the general 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 30 minutes from the time set for holding the continuation of the adjourned meeting, and if the general meeting has not been called to consider the dissolution of the Association, the voting members who are present constitute a quorum for that meeting.

4.5 Adjournments by Chair. The following rules shall apply to the adjournment of a general meeting by the Chair:

- (a) 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; and
- (b) it is not necessary to give notice of a continuation of an adjourned general meeting or of its business unless the meeting is adjourned for 30 days or more.

4.6 Motions.

- (a) All resolutions proposed at a meeting must be seconded, and the chair of a meeting may not move or propose a resolution.

- (b) a matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act, the regulations under the Act, or these Bylaws to be decided by special resolution.

4.7 Order of Business at General Meetings. 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, amended or otherwise;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting:
 - (i) adoption of previous minutes, amended or otherwise;
 - (ii) the report of the President;
 - (iii) consideration of any financial statements of the Association presented to the meeting;
 - (iv) consideration of the reports, if any, of the Directors or auditor;
 - (v) election or appointment of Directors, or a report thereon;
 - (vi) appointment of an auditor, if required; and
- (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.

4.8 Voting. Subject to the Act:

- (a) Unless otherwise stated in these Bylaws, voting by members is by show of hands, secret written ballot, oral ballot, electronically submitted ballot (secret or otherwise), or by mailed ballot in accordance with the procedures set by the Directors, or a secret ballot is directed by the Chair of the meeting, or the vote is to elect a Director then voting must be by a secret ballot;
- (b) The Chair of a general meeting must announce to the general meeting the outcome of each vote in accordance with the show of hands, oral vote, electronic vote, or secret ballot, as the case may be, and the decision must be entered in the minutes of the meeting; and
- (c) In the case of an equality of votes, the Chair of a general meeting of the members does not have a second or casting vote in addition to the vote or votes to which the Chair may be entitled as a member: and

- 4.9 Production of Evidence of Authority to Vote.** The Chair of any meeting of members may, but need not, inquire into the authority of any person to vote at the meeting and may, but need not, demand from that person production of evidence as to the existence of the authority to vote.

PART 5 DIRECTORS AND OFFICERS

- 5.1 Directors.** Elected Directors, Non-elected Directors at Large, Requesting Agency Directors, and Officers are all “directors” of the Association.
- 5.2 Elected Directors.** The number of Elected Directors and their assigned Regional areas will be structured in a manner designed to give members of the Association approximately equal access to the Association and its business, and will be initially based upon the Regions identified by Emergency Management BC and may be amended from time to time by the Directors. Each Elected Director will represent a specified list of GSAR Groups in their geographic region as determined by the Directors
- 5.3 Requesting Agency Directors.** Each Requesting Agency is entitled to designate a representative to act as a Requesting Agency Director on the Board of Directors.
- 5.4 Officers.** The President, Vice-President, Secretary, and Treasurer shall be the “Officers” of the Association.
- 5.5 Directors at Large.** The Board may appoint persons to the Board as non-voting Directors at Large for such period of time as they deem appropriate.
- 5.6 Authority.** The Directors may exercise all the powers and do all the acts and things that the Association may exercise and do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the Association,
 - (b) these Bylaws, and
 - (c) rules, not being inconsistent with these Bylaws, that are made from time to time by the Association in a general meeting.
 - (d) no rule, made by the Association in a general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 5.7 Elections**
- (a) **Election of Elected Directors** shall be elected or appointed as follows:
 - (i) All Associate Individual Members are eligible to be elected as Elected Directors of the Association.
 - (ii) Elections of the Elected Directors of the Association shall, where possible, be staggered in order that the business of the Association may continue in an effective

manner. In EMBC Regions with two or more Directors, not all Directors for that EMBC Region shall stand for election in the same year unless made necessary by a simultaneous by-election.

- (iii) Individual GSAR Groups may determine for themselves a fair process by which they will select the candidate for whom they will cast their ballot.
- (iv) Separate elections must be held for each office to be filled.
- (v) An election may be by acclamation; otherwise it must be by secret written or electronic ballot.
- (vi) The elections for the Elected Directors shall be by way of a secret vote with the record of the winning candidate to be published by the Association on its website and otherwise made available to the membership as determined by the Directors.
- (vii) In EMBC Regions that have two or more Elected Directors, only the GSAR Group Members listed in the geographic area designated to be represented by an Elected Director position shall be eligible to vote for a candidate running for that Elected Director position.
- (viii) The Directors will establish the remaining policies and procedures by which the nominations and elections of Elected Directors will take place.

(b) **Election of Executive Officers**

- (i) All Associate Individual Members are eligible to be elected as an Executive Officer of the Association.
- (ii) Only the Elected Directors, Executive Officers, and Requesting Agency Directors may vote in the elections for the Executive Officers.
- (iii) Separate elections must be held for each office to be filled.
- (iv) An election may be by acclamation; otherwise it must be by a secret written or electronic ballot.
- (v) The elections for the Executive Officers shall be by way of a secret vote with the record of the winning candidate to be published by the Association on its website and otherwise made available to the membership as determined by the Directors.
- (vi) The Directors will establish the remaining policies and procedures by which the nominations and elections of the Executive Officers will take place.

5.8 Term of Directors and Officers.

- (a) Elected Directors and Officers shall serve for a length of term that is from time to time established by the Directors, but in any event, any one term shall not exceed a maximum of 4 years.
- (b) Executive Officers shall serve for a term that is, from time to time, established by the Directors.

- (c) Unless re-elected, the Elected Directors and Officers must retire from office at the commencement of the Annual General Meeting of the year in which their successors are elected.
- (d) If a successor is not elected, the person previously elected or appointed continues to hold office.
- (e) There is no maximum number of terms that may be served by an Elected Director, a Requesting Agency Director, or an Executive Officer.

5.9 Director/Officer Vacancy. Casual vacancies on the Board or in an Officers position (other than the President) may be filled as follows:

- (a) The Board may, at any time, appoint or elect a person as a Director or Officer to temporarily fill a vacancy that arises on the Board as a result of the resignation, death, removal, or incapacity of a Director or Officer during the Directors or Officers term of office;
- (b) A temporary Director or Officer so appointed holds office only until the next upcoming Annual General Meeting in which a by-election can reasonably be held in time to elect a successor to complete the term of office.
- (c) The foregoing notwithstanding, the Board may choose to hold a by-election to fill the vacancy.
- (d) The by-election to be held to fill the vacancy will be conducted in accordance with the policies as established by the Directors for elections.
- (e) In the case of a vacancy in the office of President the remaining executive officers, in their line of succession, shall act as President until a by-election can be held.

5.10 Line of Succession. The line of succession for the Association shall be President, Vice President, Treasurer, and Secretary followed by a representative selected by the Directors.

5.11 Removal of Directors and or Officers.

- (a) **Directors** - A majority of GSAR Group Members from an Elected Director's designated geographic Region may propose a special resolution at a General Meeting to remove their Elected Director before the expiration of his term of office, and, if the special resolution is successful, there will be a vacancy to be filled in accordance with these Bylaws. In this case, the vote shall be cast by the GSAR Groups in accordance with the terms as established by the Board.
- (b) **Officers** - A majority of Requesting Agency Directors, Officers, and Elected Directors may propose a special resolution to remove an Executive Officer before the expiration of his term of office, and, if the resolution is successful, there will be a vacancy to be filled in accordance with these Bylaws.
- (c) **Advance Written Notice** - No Director or Officer shall be removed until the Director or Officer has been given advance written notice containing the details of the proposed action and the reasons therefore and has had an opportunity to be heard prior to the vote on the special resolution.

5.12 Election or Appointment to Officer Positions. Persons must be elected or appointed to the following Officer positions, and a Director, other than the President, may hold more than one position:

- (a) President;
- (b) Vice-President;
- (c) Secretary; and
- (d) Treasurer.

5.13 Officers as Directors. An Officer is also a “Director” of the Association.

PART 6 SENIOR MANAGERS

6.1 Directors May Appoint Senior Managers.- The Directors of the Association may appoint, or the members/Directors may elect, one or more Senior Managers of the Association to exercise the Directors’ authority to manage the activities or internal affairs of the Association as a whole or in respect of a principal unit of the Association. A Director of the Association may be a Senior Manager of the Association.

6.2 No Contractual Rights of Senior Managers. The appointment of a Senior Manager does not of itself create any contractual employment rights, and the removal of a Senior Manager is without prejudice to any contractual rights, or rights under law, of the Senior Manager.

6.3 Qualifications. No Senior Manager may be appointed unless that Senior Manager is qualified in accordance with the Act. One person may hold more than one position as a Senior Manager.

6.4 Functions, Duties and Powers of Senior Managers. The Directors may, for each Senior Manager:

- (a) determine the functions and duties of the Senior Manager;
- (b) delegate to the Senior Manager any of the powers exercisable by the Directors on such terms and conditions and with such restrictions as the Directors think fit; and
- (c) revoke, withdraw, alter or vary all or any of the functions, duties and powers of the Senior Manager.

6.5 Remuneration and Terms of Appointment. Subject to the Act:

- (a) the Association may pay remuneration to a Senior Manager for services provided by the Senior Manager to the Association;

- (b) all appointments of Senior Managers are to be made on the terms and conditions and at the remuneration (whether by way of salary, fee, or otherwise) that the Directors think fit and are subject to termination at the pleasure of the Directors; and
- (c) a Senior Manager must be reimbursed for all expenses necessarily and reasonably incurred by the Senior Manager while engaged in the affairs of the Association.

PART 7 DUTIES OF DIRECTORS AND OFFICERS

7.1 General Duties. The principal roles of all Executive Officers and Directors of the Association shall be as follows, with additional collective and individual duties to be established by the Directors from time to time:

- (a) conduct the business of the Association;
- (b) provide a liaison between the Association, the GSAR Groups, its volunteers, and local Agencies;
- (c) attend Association meetings;
- (d) where eligible, cast votes which are in the best interest of all Association partners, including volunteers, user agencies, search and rescue subjects, and the public of British Columbia;
- (e) meet with volunteer GSAR Groups in the province in order to provide a visible link between groups and the Associations Officers and Directors;
- (f) recommend and participate in GSAR reviews as appropriate;
- (g) collectively supervise any and all Association employees.

7.2 Executive Committee. The Officers shall constitute the “Executive Committee” which shall be responsible for the day to day affairs of the Association not within the purview of other Directors, and dealing with emergencies.

7.3 Role of President. The President is responsible for doing, or making the necessary arrangements for, the following:

- (a) preside as Chair over all meetings of the Association and of the Directors;
- (b) be the chief executive officer of the Association and shall supervise the other Executive Officers and Directors in the execution of their duties;
- (c) supervise Association elections (other than that for President or for other positions for which he is a candidate);
- (d) approve the proposed agenda for all meetings;
- (e) speak officially for the Association;

- (f) have signing authority for Association cheques;
- (g) sign official correspondence and documents except those which are required to be signed by the Treasurer or the Secretary;
- (h) delegate responsibilities and duties to other Executive Officers and Directors;
- (i) serve for a term prescribed in the Bylaws unless circumstances preclude completing a term;
- (j) have no vote other than as a Director or Member of the Association;
- (k) be an ex-officio member of all Committees;
- (l) supervise the Associations Executive Director or equivalent.

7.4 Role of Vice-President. The Vice President is responsible for doing, or making the necessary arrangements for, the following:

- (a) carry out the duties of the President during the Presidents absence;
- (b) supervise all appointed Directors at Large;
- (c) unless he is himself a candidate, supervise Association elections for the position of President and positions for which the President is a candidate;
- (d) supervise all Committees;
- (e) have voting privileges at Association meetings; and
- (f) serve for a term prescribed in the Bylaws unless circumstances preclude completing a term.

7.5 Role of Secretary. The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) keeping the records of the Association in accordance with the Act and other applicable legislation;
- (b) conduct the correspondence of the Association;
- (c) issue notices of meetings of the Association and Directors;
- (d) arrange for the taking and keeping of minutes of all meetings of the Association and Directors;
- (e) supervise custody of all records and documents of the Association except those required to be kept by the Treasurer;
- (f) ensure that appropriate filings are made with the Corporate Registry of British Columbia and Industry Canada (or their successors) as may be necessary to maintain the corporate and charitable status of the Association with those agencies;

- (g) have signing authority for Association cheques;
- (h) assist in conducting Association elections and supervise those for which both the President or Vice President are in conflict to supervise;
- (i) have voting privileges at Association meetings;
- (j) serve for a term prescribed in the Bylaws unless circumstances preclude completing a term;
- (k) maintain the register of GSAR Group members and Directors of the Association; and
- (l) sign general correspondence and reply to general questions except for official documents requiring the signature of the President and financial documents requiring the signature of the Treasurer.

7.6 Role of Treasurer. The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receive and bank monies collected from the members or other sources;
- (b) make the Association's filings respecting taxes;
- (c) be accountable for the administration of the financial responsibilities of the Association;
- (d) keep the financial records, including books of account, necessary to comply with the Societies Act and, when necessary, on a Notice to Reader basis applied consistently from year to year;
- (e) render financial statements to the Directors, membership and others when required;
- (f) pay all bills of the Association;
- (g) reimburse Executive Officers, Elected Directors, and Requesting Agency Directors for approved expenses;
- (h) ensure that appropriate financial filings are made to maintain the Associations status as an Association and a charitable organization;
- (i) have signing authority for Association cheques;
- (j) have voting privileges at Association meetings; and
- (k) serve for a term prescribed in the Bylaws unless circumstances preclude completing a term.

7.7 Role of Past President. The immediate Past President shall hold a non-voting position of Past President with the board until a new President is elected and will;

- (a) provide sober second thought on all amendments to the Associations Constitution and Bylaws;
- (b) serve until the next following Past President is named;

- (c) have no voting privileges;
- (d) be entitled to be introduced and recognized at any Association meeting they attend; and
- (e) perform such other duties acceptable to the Past President as may be determined by the Directors from time to time.

7.8 Role of Directors

- (a) Each Director must, when exercising the powers and performing the functions of a Director of the Association,
 - (i) act honestly and in good faith with a view to the best interests of the Association,
 - (ii) exercise the care, diligence, and skill that a reasonably prudent individual would exercise in comparable circumstances,
 - (iii) act in accordance with the Act and the regulations, and
 - (iv) subject to paragraphs (i) to (iii), act in accordance with the Bylaws of the Association.
- (b) Without limiting subsection (a), a Director, when exercising the powers and performing the functions of a director of the Association, must act with a view to the purposes of the Association as outlined in the Constitution.
- (c) This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of directors of an Association.
- (d) Nothing in a contract or the Bylaws of the Association relieves a Director from
 - (i) the duty to act in accordance with the Act and the regulations, or
 - (ii) liability that, by any enactment or rule of law or equity, would otherwise attach to the Director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Association.
- (e) Specific Elected Director Duties
 - (i) liaise with those official GSAR Groups and GSAR volunteers in communities within their assigned geographic areas;
 - (ii) liaise with Agency representatives within their assigned geographic areas;
 - (iii) distribute correspondence to GSAR Groups within their geographic areas;
 - (iv) serve on Association Committees as assigned by the Association President;
 - (v) have voting privileges at Association meetings; and
 - (vi) serve for a term prescribed in the constitution unless circumstances preclude completing a term.

- (f) Specific Requesting Agency Director Duties. Requesting Agency Directors shall:
- (i) be a Requesting Agency Director and Member of the Association for as long as they represent their Agency;
 - (ii) provide a direct liaison between the Agency and the Association;
 - (iii) liaise with their local Agency representatives in the Province;
 - (iv) make representation to senior management of their Agency regarding policy which benefits Search and Rescue;
 - (v) have voting privileges at Association meetings; and
 - (vi) serve at the pleasure of their Agency.
- (g) Directors at Large. There shall be as many Directors at Large as will be established from time to time by the Association. Directors at Large shall:
- (i) be any person appointed by the Directors;
 - (ii) lead specific Association projects or agendas;
 - (iii) serve at the pleasure of the Association for an indeterminate term of office;
 - (iv) report to the Association Vice President;
 - (v) be eligible to hold Director at Large status more than once; and
 - (vi) have no voting privileges.

PART 8 PROCEEDINGS OF DIRECTORS

8.1 Calling Directors Meetings.

- (a) A Directors meeting (the "Board") may be called by the President or by any two other Directors. In such cases the Secretary must issue a Notice of the proposed meeting.
- (b) The Directors may meet at the places they think fit to conduct business, adjourn and, subject to the Rules of Order and these Bylaws, otherwise regulate their meetings and proceedings, as they see fit.

8.2 Notice of Directors' Meeting. The following rules shall apply to notice of a Directors' meeting:

- (a) at least one days written or email notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period;

- (b) 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; and
- (c) for a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.

8.3 Rules of Order. The Directors will regulate their meetings and proceedings in accordance with the provisions of "Call to Order" by Herb Perry and Susan Perry except where they may conflict with the provisions of these Bylaws and, where they so conflict, the Bylaws shall prevail.

8.4 Chair of Meetings of Directors. The President is the Chair of all meetings of the Directors, but if at a meeting the President is not present within 15 minutes after the time appointed for holding the meeting, the Vice-President must act as Chair, but if no other Officers are present, the Directors present may choose one of their number to be the Chair at that meeting.

8.5 Absence of Secretary from Meeting. In the absence of the Secretary from a meeting, the Board must appoint another individual to record the minutes of the meeting.

8.6 Quorum of Directors. The Directors may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is a majority of the Elected Directors, Requesting Agency Directors, and Officers then in office.

8.7 Validity Despite Fewer Directors. An act or proceeding of the Directors is not invalid merely because there are less than the prescribed numbers of Directors in office.

8.8 Resolutions.

- (a) All resolutions proposed at a meeting of Directors or Committees must be seconded, and the chair of a meeting may not move or propose a resolution.
- (b) Resolution in Writing.
 - (i) An **ordinary resolution** consented to in writing that no less than a majority of the voting Directors have signed is as valid and effectual as if it had been passed at a meeting of the Directors duly called and held. Such resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such a resolution must be filed with the minutes of the proceedings of the Directors and will be effective on the date the last Director signed it or on any later date specified in the resolution.
 - (ii) A **special resolution** consented to in writing that **all** of the voting Directors have signed is as valid and effectual as if it had been passed at a meeting of the Directors duly called and held. Such resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such a resolution must be filed with the minutes of the proceedings of the Directors and will be effective on the date the last Director signed it or on any later date specified in the resolution.

8.9 Voting. The following rules shall apply to voting at meetings of the Board of Directors:

- (a) Unless otherwise stated in these Bylaws, voting by members is by show of hands, secret written ballot, oral ballot, electronically submitted ballot (secret or otherwise), or by mailed ballot in accordance with the procedures set by the Directors or a secret ballot as directed by the Chair of the meeting, or the vote is to elect an Officer or a Director then voting must be by a secret ballot;
- (b) The Chair of a Board meeting must announce to the meeting the outcome of each vote in accordance with the show of hands, oral vote, electronic vote, or secret ballot, as the case may be, and the decision must be entered in the minutes of the meeting; and
- (c) Other than for special resolutions, questions arising at a meeting of the Directors must be decided by a majority of votes of the voting Directors;
- (d) In the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a Director, and the proposed resolution does not pass;

8.10 Committees. The Directors may delegate any, but not all, of their powers to one or more Committee(s) consisting of persons and members they deem appropriate. In such case:

- (a) The Committee must conform to any rules imposed on it by the Directors;
- (b) The Chair of any Committee will be appointed by the Board;
- (c) The members of a Committee may meet and adjourn as they think fit;
- (d) A Committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done;
- (e) Committees may make recommendations to the Board;
- (f) The Board shall establish the role and authority for each Committee through a written Terms of Reference approved by the Board; and
- (g) In the case of a tie vote, the Chair of the Committee does not have a casting or second vote in addition to the vote to which he or she may be entitled as a Committee member, and the proposed resolution does not pass.
- (h) In all other respects each Committee will follow the procedures outlined in these Bylaws for Directors meetings.

8.11 Committee Process.

- (a) The Rules Of Order for each Committee shall be the same as that established for the Association, namely "Call to Order" authored by Herb Perry and Susan Perry.
- (b) The Chair of each Committee will normally be designated on the creation of the Committee, but if no chair is designated, or if at a meeting the Chair is not present within

15 minutes after the time appointed for holding the meeting, then the Directors present who are members of the Committee must choose one of their number to be the chair of the meeting.

- (c) The members of a Committee may meet and adjourn as they think proper including meetings by telephone conference or other electronic means that allows full oral participation.
- (d) Other than for special resolutions, questions arising at a Committee meeting must be decided by a majority of votes of the voting members;

8.12 Meetings by Electronic Means. The President may direct, either generally or in respect of a particular meeting, that one or more, or even all of the Directors may participate in a meeting of the Board or of a committee of the Board by means of telephone conference by telephone or other electronic communications facilities as permit all persons participating in the meeting to hear each other, or see each others written comments in real time, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

PART 9 REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

- 9.1 Remuneration of Directors.** Where the members of the Association have, by special resolution, approved, Directors of the Association are entitled to the remuneration for acting as Directors, if any, as the Board may from time to time determine. That remuneration may be in addition to any salary or other remuneration paid to any senior manager or employee of the Company as such, who is also a Director.
- 9.2 No Remuneration.** Where the members of the Association have not, by special resolution, approved the remuneration of the Directors of the Association, the Directors must not be remunerated for being or acting as a Director and will not receive, directly or indirectly any profits as Director.
- 9.3 Services Provided by a Director in Another Capacity.** Notwithstanding clause 9.2 and subject to Act, the Association may pay remuneration to a Director for services provided by the Director to the Association in another capacity.
- 9.4 Expenses.** A Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Association.
- 9.5 Signing Authority.**
- (a) A contract or other record to be signed by the Association must be signed on behalf of the Association:
 - (i) by the President, together with one other Director;
 - (ii) if the President is unable to provide a signature, by the Vice-President together with one other Director;

- (iii) if the President and Vice-President are both unable to provide signatures, by any two other Directors; or
 - (iv) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Association.
- (b) Correspondence will generally be signed by either the Secretary or the President, or in the absence of both of them, by the Vice President, or any two other Directors.
 - (c) Financial transactions will require no less than two signatures consisting of no less than two of any Officers or Directors. The Board may pass a resolution authorizing other specific signatories for other purposes as it sees fit. Financial transactions may not be signed prior to the instrument or document being fully completed.

PART 10 SEAL

- 10.1 Creation, Destruction and Substitution.** The Directors may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.
- 10.2 Authorization.** The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of any two of the President, Vice President, Secretary, or Treasurer.

PART 11 INDEMNITY AND PROTECTION OF DIRECTORS AND SENIOR MANAGERS

- 11.1 Requirement to Indemnify.** The Association shall indemnify and hold harmless every person who has been, is now, or is in the future a Director or Senior Manager of the Association and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, that he, she or they actually and reasonably incur in a civil, criminal or administrative action or proceeding to which he or she is or they are made a party by reason of being or having been a Director or Senior Manager of the Association, including an action brought by the Association if:
 - (a) he or she acted honestly and in good faith with a view to the best interests of the Association, and
 - (b) in the case of a criminal or administrative action or proceeding, he or she had reasonable grounds for believing his or her conduct was lawful.
- 11.2 Advances on Undertaking.** In the discretion of the Directors, the Association may advance the amount of any expenses incurred with respect to any claim, action, suit or proceeding prior to its final disposition upon receipt of an undertaking, that the Directors find to be satisfactory in form and amount, by or on behalf of the recipient to repay the amount advanced unless it is ultimately determined that the recipient is entitled to indemnification under this Part.

- 11.3 Obligation of Association to Apply for Court Approval.** The Association shall apply to the Supreme Court of British Columbia for any approval of the Supreme Court of British Columbia that may be required to make the indemnities in this Part effective and enforceable.
- 11.4 Deemed Contract of Indemnification.** Each Director and Senior Manager of the Association on being elected/appointed is deemed to have contracted with the Association on the terms of the indemnities in this Part. These indemnities shall continue in effect with regard to actions arising out of the term each Director or Senior Manager of the Association held such office or position, even if he or she no longer continues to hold that office or position.
- 11.5 Insurance.** The Directors may cause the Association to purchase and maintain insurance for the benefit of any person who is or was serving as a Director or Senior Manager of the Association or any other entity, and his or her heirs and personal representatives, against any liability incurred by him or her as a Director or Senior Manager.
- 11.6 No Liability When Acting in Good Faith.** The members shall not hold the Directors, the Chairs of committees, the Senior Managers or any member acting on their behalf individually or collectively liable for decisions and/or actions taken in good faith on behalf of the Association.

PART 12 FINANCIAL MATTERS

- 12.1 Legacies, Bequests, Donations and Gifts.** The Association shall, at the discretion of the Directors, receive legacies, bequests, donations and gifts made to the Association which are consistent with the stated purposes of the Association and in the best interests of the Association as determined by the Directors from time to time.
- 12.2 Issuance of Charitable Receipts.** Only persons who have been authorized by the Directors may issue any official receipt under the name of the Association in respect of legacies, bequests, donations or gifts received by the Association.
- 12.3 Investment.** The Directors may invest any funds not immediately required for the operations of the Association in insured deposits in any chartered bank, trust company, a registered foundation, or credit union, or in those securities in which life insurance companies are authorized to invest.
- 12.4 No Requirement to Convert.** Notwithstanding clause 12.3, the Association may maintain any asset received as a legacy, bequest, donation or gift in the form in which it was received.
- 12.5 Power to Borrow.** Subject to clause 12.6, the Directors may from time to time on behalf of the Association:
- (a) borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as they deem appropriate;
 - (b) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Association or any other person; and

- (c) mortgage, charge, or give other security on the undertaking, or on the whole or any part of the property and assets, of the Association (both present and future).

12.6 Restrictions on Borrowing. By special resolution, the members:

- (a) must approve any decision by the Directors to borrow money on behalf of and in the name of the Association; and
- (b) may restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

12.7 Bank Accounts

- (a) The Association may maintain such bank account or accounts and such term deposits or other financial instruments with such signing officers as may from time to time be authorized by the Directors.

**PART 13
AUDITOR**

13.1 Application. This Part applies only if, and for any period for which, the Association is required or has resolved by ordinary resolution to have an auditor.

13.2 Appointment of the First Auditor. The first auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of auditor.

13.3 Appointment of Subsequent Auditors. At each annual general meeting, the Association must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

13.4 Removal. An auditor may be removed by ordinary resolution.

13.5 Notice. An auditor must be promptly informed in writing of the auditor's appointment or removal.

13.6 Qualification. A Director, Senior Manager or employee of the Association must not be its auditor.

13.7 Rights. The auditor may attend general meetings.

**PART 14
ACCESS TO RECORDS**

14.1 Access to Register of Members. Subject to the Act, the Directors may, by Directors' resolution, restrict, the members' rights to inspect the Associations register of members if the Directors are of the opinion that the inspection would be harmful to the Association or to the interests of one or more of its members or not in compliance with the requirements of any other applicable legislation.

14.2 Access to Accounting Records and Proceedings of Directors. Subject to the Act and unless the Directors determine otherwise, all members of the Association are entitled to inspect or obtain a copy of:

- (a) any accounting records of the Association; or
- (b) records of proceedings of Directors of the Association (unless such proceedings are held “in camera”).

14.3 Charges.

- (a) Other than copies of the Constitution and Bylaws, the Association is permitted to impose reasonable charges for photocopies, expenses, and staff time in providing and supervising such access as is outlined above, as well as any documentation requested by non-members..

**PART 15
NOTICES TO MEMBERS**

15.1 Method of Notice. A notice may be given to a member personally, by mail, or by any electronic means capable of producing a printed copy, to the member’s mailing address, e-mail address, or fax number as recorded in the Register of Members.

15.2 Deemed Receipt. Any notice given pursuant to clause 15.1 will be deemed to have been given and received by the member to whom it was addressed at the following times:

- (a) if personally, on delivery;
- (b) if mailed, on the third business day following the mailing thereof; provided however, that if at the time of mailing or between the time of mailing and the third business day thereafter, there is a strike, lockout, or other labour disturbance affecting postal service, then the notice will not be effectively given until actually delivered; and
- (c) if sent by electronic means, on successful transmission.

**PART 16
BYLAWS**

16.1 Copy to Members. On being admitted to membership, each member is entitled to, and, upon request by a member, the Association must give the member without charge, a copy of the Constitution and Bylaws of the Association.

16.2 Alteration. These Bylaws must not be altered or added to except by special resolution

16.3 Amendment of Bylaws/Constitution. Any voting member of the Association may propose a resolution respecting the Association’s Constitution and/or Bylaws.

- (a) All resolutions respecting the Constitution and/or Bylaws must be submitted in writing and received by the Association Secretary no later than 60 days prior to the date on which the resolution is to be heard.

- (b) All such resolutions may also be submitted to, and if necessary, modified by, a Governance Committee for the purpose of refining the resolution to ensure that its language is accurate and precise and that the resolution addresses any consequential amendments that may arise from its substance.
- (c) A resolution respecting the Constitution and/or Bylaws requires a 3/4 majority of those votes cast in order to pass.

PART 17

PREVIOUSLY UNALTERABLE PROVISIONS

- 17. Disposition of Assets Upon Dissolution.** In the event the Association is dissolved, all of its present and future assets, property and interests shall, after payment of all debts, be paid, given, and transferred to such other ground and inland water Search and Rescue charitable organization as shall be selected by the members of the Association.