

**Canadian Professional Golfers' Association of British Columbia
Constitution and Bylaws**

CONSTITUTION

1. The name of the Society is 'Canadian Professional Golfers' Association of British Columbia'.
2. The purposes of the Society are to:
 - a) Promote and further throughout the Province of British Columbia interest in the game of golf and the true spirit of said game of golf as exemplified in its ancient and honourable traditions;
 - b) Protect the mutual interests of its members;
 - c) Assist its members in the conduct of their profession;
 - d) Conduct professional golf championships;
 - e) Affiliate, co-operate and work closely together with the Canadian Professional Golfers' Association.

BYLAWS

Article 1 General

- 1.1 These bylaws relate to the general conduct of the affairs of the Canadian Professional Golfers' Association of British Columbia, referred to as the 'Association' in these bylaws, which is a Society incorporated under the *Societies Act*.
- 1.2 Except as provided in the *Act*, in the event of a dispute concerning any word, term or phrase in these Bylaws that is ambiguous, contradictory or unclear, the Board will have the authority to make an interpretation that will be binding upon the Association.

Article 2 Interpretation

- 2.1 **Definitions** – In these bylaws, unless the context otherwise specifies:
 - a) *Act* – the British Columbia *Societies Act*
 - b) *Annual General Meeting* - the Annual General Meeting of members, held in accordance with these Bylaws
 - c) *Association* - the Canadian Professional Golfers' Association of British Columbia
 - d) *Board* - the Association's Board of Directors
 - e) *Days* - days, regardless of weekdays, weekends or statutory holidays
 - f) *Director* - each member of the Board of Directors
 - g) *Member* - a member as defined in these Bylaws who is in good standing with the Association
 - h) *Member Proposal* – A Member Proposal, submitted to the Board at least seven (7) days before a meeting of the Members, must include the proposal itself, the names and signatures of at least 5% of the voting Members, and, optionally, a statement of support for the proposal (consisting of fewer than 200 words). A Member Proposal may not be substantially similar to Member Proposal that was proposed at a meeting of the Members in the past two calendar years.
 - i) *National Association* - the Professional Golfers' Association of Canada (also known as the PGA of Canada), which is the body that establishes requirements of membership in the Association.
 - j) *Officer* – Directors who hold the following positions on the Board: President, two Vice-Presidents, and Immediate Past-President.
 - k) *General Meeting* – a meeting of the members that is not an Annual General Meeting.
 - l) *Special Resolution* - a resolution that requires two-thirds (2/3rds) of the votes counted at a meeting of the members in order to be passed by the membership
 - m) *Tournament* - a golfing competition, either medal or match play, sanctioned or recognized by the Association or by the National Association
 - n) *Zone* - one of the nine geographical areas into which Canada is divided by the National Association; British Columbia being the Zone in which the Association has jurisdiction, also known as Zone 1.
- 2.2 **PACE** – The "Professional Advancement and Career Enhancement" (PACE) program is a detailed description of the minimum level of competency in, and knowledge of, the golf industry required by a golf professional. The PACE program is administered by the National Association and outlines the requirements for obtaining membership in the Association.

Article 3 Membership

National Association Membership

- 3.1 **Membership** – Membership in the Association is as determined by the National Association, through the PACE program, whereby membership in the Association requires that an individual be a candidate for membership or a Class 'A' member in good standing of the National Association.
- 3.2 **Application Process** – Persons interested in membership in the Association will apply directly to the National Association to become a candidate for membership, and upon fulfilling the membership requirements of the National Association as set out in the PACE program, may become a Class 'A' member.

- 3.3 Location – Members of the National Association whose address of employment (or, if not employed, whose primary residence) is in the British Columbia Zone will become members of the Association.
- 3.4 Moving Zones – Members relocating from one Zone to another must inform the National Association and the Associations in both Zones as per the Bylaws of the National Association.
- 3.5 Subject to Bylaws – Members of the Association are subject to the Constitution and Bylaws of the Association as well as to the Constitution and Bylaws of the National Association.

Membership Categories

- 3.6 Class 'A' Member - Class 'A' Member is as described in the Bylaws of the National Association as follows: “a Golf Professional or Professional Golfer who possesses the qualifications prescribed for a Class 'A' Member and whose application for designation as a Class 'A' Member has been approved by the National Board in its sole and absolute discretion.”
- 3.7 Candidate Member – A person who has applied for membership but who has not yet fulfilled the requirements for Class 'A' membership as set out by the National Association in the PACE program.
- 3.8 Voting Members – The voting members of the Association are Class 'A' Members. Candidate Members, while entitled to participate at meetings of members, are not entitled to vote.

Membership Dues

- 3.9 Membership Dues – Membership dues, and the deadline date by which they are to be paid, are determined by the Board and are subject to the approval of the National Association.

Membership Compliance, Discipline, Suspension and Termination

- 3.10 Compliance – Members will comply with these Bylaws, the Bylaws and rules of the National Association, and the Code of Ethics of the Association and of the National Association.
- 3.11 Discipline, Suspension or Termination – Members may be disciplined, suspended or terminated pursuant to the Bylaws, policies and rules of the National Association.
- 3.12 Termination of Membership – Members whose membership is terminated by the National Association are no longer members of the Association.

Article 4 Governance

Composition of the Board

- 4.1 Directors – The Board will consist of up to twelve (12) Directors filling the following positions and portfolios:
- a) President
 - b) Past-President
 - c) Vice-President, Finance
 - d) Vice-President, Administration (who will also serve as Secretary)
 - e) Long Range Planning
 - f) Tournament Captain
 - g) Assistant's Representative
 - h) Education and Trade Show
 - i) National Representative
 - j) Membership and Employment
- 4.2 Regional Representation – To the greatest extent possible given that that Directors are ultimately elected by Members, the Board will have a minimum of two Directors from each of the following regions:

- a) Greater Vancouver and the Lower Mainland, from Pemberton to Hope
- b) Vancouver Island, the Gulf Islands and the Sunshine Coast
- c) The Interior, including the Kootenays and Northern Regions

Powers of the Board

- 4.3 General Powers – Except as otherwise provided in the *Act*, or the Constitution and Bylaws of the Association, the Board has the powers of the Association and may delegate its powers, duties, and functions.
- 4.4 Specific Powers - Without limiting the generality of the foregoing, the Board may:
 - a) Make policies, procedures, and rules for managing the affairs of the Association
 - b) Establish committees and task forces, appoint members of committees and task forces, prepare terms of reference for committees and task forces, and delegate any of its powers, duties, and functions to any committee or task force
 - c) Employ or engage under contract such persons as it deems necessary to carry out the work of the Association and its committees and task forces

Election of Directors

- 4.5 Eligibility – Directors must be individuals 18 years of age or older, with power under law to contract, and must be Class 'A' Members in good standing.
- 4.6 Nominating Committee – The Nominating Committee is a standing committee consisting of a Chair (who will be a Director) and at least two other Class 'A' Members appointed by the Board. The committee will recruit and nominate the required number of potential Directors to fill vacant positions on the Board, having regard to the requirements for regional representations expressed in Article 4.2.
- 4.7 List of Nominees - The Nominating Committee will prepare and publish a list of qualified nominees at least four weeks before the Annual General Meeting.
- 4.8 Election Process – Elections for positions on the Board will be conducted using electronic ballots during the week immediately preceding the Annual General Meeting. The procedures for the conduct of the election using electronic ballots will be as determined by the Board and will be communicated to all members in a timely fashion.
- 4.9 Staggered Elections – Generally, six Directors will be elected at each Annual General Meeting for a two-year term. Directors may also be elected to fill any other vacancies that may exist at the time of the Annual General Meeting.

Term of Directors

- 4.10 Term Limits – Directors are elected for a two-year term, which is renewable once, for a maximum of four consecutive years. A term will conclude at the dissolution or adjournment at the Annual General Meeting at which the succeeding Director takes office.
- 4.11 Exceeding Term Limits – A Director may serve more than two terms if, after having served four years in an office that is not Vice-President or President, the Director is appointed as a Vice-President.
- 4.12 Must Retire – A Director who serves two consecutive terms must either seek appointment as a Vice-President, or retire. A retired Director must wait a minimum of three years before seeking election to the Board again.

Officers

- 4.13 Appointment – The Officers of the Association are the President, two Vice-Presidents, and the Immediate Past-President. Officers will be as appointed by the Directors at the first Board meeting immediately following the Annual General Meeting.

- 4.14 Term Limits – Officers are appointed for a two-year term and may serve two consecutive terms in the same office, except that a person may not serve more than two terms as a Vice-President, in either role.
- 4.15 Eligibility of Officers – A person must serve as a Director for at least one full term before being appointed as a Vice President, and a person must serve as a Vice President for at least one full term before being appointed as President.
- 4.16 Must Retire - An Officer who serves two consecutive terms as Vice President who is not appointed as President must retire. A retired Vice President must wait a minimum of three years before seeking election to the Board again.
- 4.17 Vacancy - If a vacancy occurs during any Officer's term, the Board may appoint a qualified Director to fill the vacancy until the next Annual General Meeting.

Duties of Officers

- 4.18 President – The President will preside as Chair at all Board meetings, will carry out the decisions of the Annual General Meeting, and will exercise a general control and supervision of the affairs of the Association.
- 4.19 Vice-Presidents – The two Vice-Presidents will generally assist the President and perform other duties imposed by the Board. In the case of absence or disability of the President, one of the Vice-Presidents will perform the duties of the President.
- 4.20 Secretary – The Vice-President Administration will also hold the office of Secretary. The Secretary will ensure that minutes are kept of all Board meetings and member meetings, that notice of meetings is properly given, that the register of members is properly maintained, and that records are properly kept.
- 4.21 Past-President – The office of Past President will be filled by the immediate former President. The role of the Past-President is to generally assist the President. The Past-President will serve only one two-year term.

Resignation and Removal of Directors

- 4.22 Resignation – A Director may resign from the Board at any time by presenting a notice of resignation to the Head Office of the Association. The resignation will become effective the date on which the request is approved by the Board.
- 4.23 Removal – A Director or Officer may be removed from office by a Special Resolution of the members.

Vacancies

- 4.24 Vacancies – The office of Director will be vacated if the Director:
- a) Dies
 - b) Resigns
 - c) Ceases to qualify as a Director pursuant to these Bylaws or the Act
 - d) Ceases to be a member in good standing with the Association or the National Association
 - e) Is removed from office by a Special Resolution of the members
- 4.25 Filling a Vacancy – If a vacancy occurs during a Director's term, the Board may appoint a qualified member to fill the vacancy until the next Annual General Meeting.

Meetings of the Board

- 4.26 Meetings – Directors will meet at places they deem fit to conduct business, will meet as often as they deem necessary, and will adjourn and otherwise regulate meetings and proceedings as they see fit.
- 4.27 Notice – Notice of a Board meeting may be called at any time by the President or by three Directors. The notice of the meeting will include the place, day, and time of the meeting. With the exception of the first Board meeting held

immediately following the annual meeting, the notice will be delivered by mail and/or e-mail at least seven (7) days prior to the meeting.

4.28 Chair – The President will act as Chair at all Board meetings. If the President is absent, one of the Vice-Presidents will act as Chair.

4.29 Quorum – A majority of Directors then in office will constitute a quorum.

4.30 Participation by Conference Call – A Director may participate in a Board meeting by telephone conference call or other electronic means provided that everyone participating in the meeting can hear each other. A Director participating in a meeting by any of these means will be regarded as present, is entitled to speak and vote, and will be counted in the quorum.

4.31 Voting – Provided there is a quorum, voting at Board meetings will be by a show of hands or by other form of declaration should the meeting occur by teleconference call or other electronic means (unless a secret ballot is approved by a majority of Directors) and decided by a majority vote. The Chair votes only if there is a tie.

Conflict of Interest

4.32 Conflict of Interest – A Director or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association must disclose, fully and promptly, the nature and extent of such interest to the Board or committee.

4.33 Refrain from Voting – A Director or member of a committee who has an interest or a perceived interest must refrain from voting on, or speaking about in debate, the contract or transaction, and will refrain from influencing the decision on the contract or transaction.

Committees

4.34 Standing Committees – The following are standing committees of the Board:

- a) Executive Committee
- b) Captains Committee
- c) Nominating Committee
- d) Finance and Audit Committee
- e) Awards Committee

4.35 Other Committees – The Board may appoint such other committees or task forces as it deems necessary for assisting the Board in carrying out its business. Committees or task forces may consist of any number of Board members, members from outside the Board, or persons from outside of the Association.

4.36 Terms of Reference – The Board will establish written terms of reference and operating procedures for all committees and task forces, and may delegate any of its powers, duties, and functions to any committee or task force.

4.37 Meetings – Each committee and task force will meet as necessary, to carry out the duties prescribed by its terms of reference. A Chair will be appointed for each meeting. Each committee and task force will keep minutes of the meetings and report to the Board at the earliest Board meeting, every act done, or decision made, in exercise of the Board's delegated powers, duties, or functions.

Senior Manager and Staff

4.1 Title - The Senior Manager will have a title as determined by the Board.

4.2 Appointment –When employed or contracted, the Board delegates to the Senior Manager the responsibility to manage the day-to-day operations of the Association in accordance with Board policies and direction, and subject to any limits established by the Board.

- 4.3 Duties – The Senior Manager and other staff members will perform the duties set out by employment contracts approved by the Board. The duties of the Senior Manager and other staff will include, but are not limited to:
- a) Attend and record minutes at meetings
 - b) Issue notice of meetings
 - c) Handle correspondence on behalf of the Association
 - d) Keep and preserve the accounting books, records, and financial statements of the Association
 - e) Ensure proper insurance coverage (Directors and Officers Liability, Commercial Property Insurance, and Comprehensive General Liability Insurance)
 - f) Collect any membership dues and handle disbursements and other funds
 - g) Keep custody of the seal of the Association
- 4.4 Voting Powers – The Senior Manager and other staff members will not be voting members of the Board or of any committee.
- 4.5 Remuneration – The remuneration of the Senior Manager and other staff members will be detailed in the employment contract and amended, from time to time, by the Board as necessary

Article 5 Meetings of Members

Annual General Meetings and Other Meetings

- 5.1 Annual General Meeting – The Association will hold an Annual General Meeting of members at such date, time, and place as determined by the Board at least once every calendar year.
- 5.2 Agenda – The agenda of the annual meeting will include:
- a) Determination of quorum
 - b) Call to order
 - c) Present proof of notice of the meeting
 - d) Adoption of the minutes of the previous Annual General Meeting
 - e) Board reports for the preceeding year
 - f) Approval of financial statements from the fiscal year
 - g) Report on insurance coverage
 - h) Appointment of auditors for the coming year
 - i) Other business as specified in the meeting notice (including Bylaws amendments and considerations of Member Proposals (if any))
 - j) Confirm results of election of Directors
 - k) Adjournment
- 5.3 General Meeting – General Meetings may be called at any time by order of the Board or upon the Board receiving a letter signed by at least ten (10) percent of the voting members that specifies the business or resolution to be considered. Upon receiving such a letter, the Board will call a special meeting within thirty (30) days.

Notice

- 5.4 Notice – Notice of the date, time, place, any Special Resolutions, any proposed bylaws amendments, and the general nature of the business to be transacted at an Annual General Meeting or General Meeting will be provided, by mail or e-mail, to each member not less than fourteen (14) days before the meeting.
- 5.5 Failure to Give Notice - The accidental omission to give notice to a Member, the non-receipt of notice by a Member entitled to receive notice, or an error in a notice not affecting the substance thereof shall not invalidate proceedings at that meeting

Voting

- 5.6 Quorum – Fifteen members constitutes a quorum at the Annual General Meeting and at General Meetings.

5.7 Process – Questions and resolutions will be decided by a majority of the votes cast, unless otherwise required by the Bylaws or by the *Act*. Only members in attendance may vote on a resolution, by show of hands, unless a ballot is ordered by the Chair or demanded by a majority vote of the voting members present.

5.8 Proxies – Voting by proxy is not permitted.

Amendment of Bylaws

5.9 Amendment of Bylaws – These Bylaws may only be altered, modified, or amended by Special Resolution of the members passed at the Annual General Meeting or at a General Meeting. Bylaws amendments may be recommended by the Board or submitted by Member Proposal.

Article 6 Finance and Management

6.1 Fiscal Year – The fiscal year of the Association will end on November 30th or on another date to be determined by the Board.

6.2 Auditor – At the Annual General Meeting, an auditor will be appointed to audit the accounts and books of the Association. The auditor will hold office until the next Annual General Meeting and remuneration of the auditor will be fixed by the Board.

6.3 Books and Records – The necessary books and records of the Association required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a) The Association's certificate of incorporation;
- b) The Association's Constitution and By-laws;
- c) A register of Directors (including contact information);
- d) Written consent of each Director to act as a Director;
- e) Written resignation(s) of any Director(s);
- f) Disclosure of any conflict of interest by any Director or the Senior Manager (when employed or contracted);
- g) A register of Members;
- h) The minutes of meetings of the Members;
- i) The resolutions of the Members from any meeting of the Members;
- j) Annual Financial Statements, with the applicable auditor's report (if any);
- k) The minutes of meetings of the Directors (including attendance);
- l) The resolutions of the Directors;
- m) The in-camera minutes of meetings of the Directors; and
- n) Adequate accounting records for each of the Association's financial years, including a record of each transaction materially affected the financial position of the Association

6.4 Access to Books and Records – Access to books and records is only permitted by Members and Directors, as follows:

- a) Directors have access to records described in 6.3a) to 6.3n); and
- b) Members have access to records described in 6.3a) to 6.3i), though the Directors may restrict access to the record described in 6.3g) if the Directors are of the opinion that the access would be harmful to the Association or to the interests of one or more Members.

6.5 Signing Authority – Contracts, documents, or instruments that require the signature of the Association may be signed by at least two Officers or by one Officer and the Senior Manager. The contracts, documents, or instruments will be binding upon the Association without any further authorization or formality.

6.6 Under Seal – When required, the seal of the Association may be affixed to contracts, documents, or instruments by those having signing authority.

Article 7 Indemnification

7.1 Liability – Subject to the provisions of the *Act*, no Director, Officer, or employee of the Association will be liable for:

- a) The acts, receipts, neglects or defaults of any other Director, Officer, or employee
 - b) For joining in any receipts or other act for conformity
 - c) Fraud, dishonesty, or bad faith of any other Director, Officer, or employee
- 7.2 Indemnity – Every Director, Officer, or employee of the Association will be held harmless out of the funds of the Association and from, and against, any and all claims, demands, actions, or costs which may arise or be incurred as a result of the occupying the position or performing the duties of a Director, Officer, or employee.
- 7.3 Will Not Indemnify – The Association will not indemnify a Director, Officer or employee or any other person for acts of fraud, dishonesty or bad faith.
- 7.4 Insurance – The Association will purchase and maintain insurance for the benefit of the Directors and Officers, as the Board may determine.

Article 8 Statements from Constitution

- 8.1 The head office of the Society will be located in British Columbia at a place determined by the Directors.
- 8.2 The Society will carry out its activities without the purpose of gain for its members. Any profits or other accretions to the Society will be used to promote its purposes.
- 8.3 The Directors will serve without any remuneration and, provided that a Director may be paid reasonable expenses incurred in the performance of duties in accordance with the Society's policies relating to expenses, no Director will directly or indirectly receive any profit due to serving as a Director with the Society.
- 8.4 Upon the dissolution of the Society, any funds or assets remaining after paying all debts and liabilities will be distributed to charitable organizations that have purposes consistent with the purposes of the Society, as determined by the Directors.