

**CONSTITUTION AND BYLAWS
OF THE
FRIENDS OF YELLOW POINT SOCIETY**

CONSTITUTION

1. The name of the Society shall be the “FRIENDS OF YELLOW POINT SOCIETY”.
2. The purposes of the Society are:
 - (1) to serve Yellow Point and its lodge;
 - (2) to aide it to continue and thrive as it is and has been;
 - (3) to sustain its spirit as well as its fabric against external pressures for change;
 - (4) to donate good offices, special skills and resources, advice and labour to Yellow Point when asked or invited.

BYLAWS

Part I – Interpretation

1. (1) In these bylaws, unless the context otherwise requires:
 - (a) “directors” means the directors of the Society for the time being;
 - (b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) “registered address of a member” means the address as recorded in the register of members.
- (2) On the date these bylaws become effective, the definitions in the Society Act apply to these bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part II – Membership

1. The members of the Society are the applicants for incorporation of the Society and those persons who subsequently have become members, in accordance with these bylaws and in either case, have not ceased to be members.
2. A person may apply to the directors for membership in the Society and on acceptance by the directors shall be a member.
3. Every member shall uphold the constitution and comply with these bylaws.
4. The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the Society.
5. A person shall cease to be a member of the Society:
 - (1) by delivering his resignation in writing to the secretary of the Society, by mailing, e-mailing or delivering it to the address of the Society;
 - (2) on his death or in the case of a corporation on dissolution;
 - (3) on being expelled; or
 - (4) on having been a member not in good standing for 12 consecutive months.
6. (1) A member may be expelled by a special resolution of the members passed at a general meeting.

- (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed 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.
7. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription of debt due and owing by him to the Society. He is not in good standing so long as the debt remains unpaid.

Part III – Meetings of Members

1. General meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the directors decide.
2. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
3. The directors may, when they think fit, convene an extraordinary general meeting.
4. (1) Notice of a general meeting shall specify the place, day and hour of meeting and in case of special business, the general nature of that business
(2) The accidental omission to give notice of a meeting to or the non-receipt of a notice by any of the members entitled to receive notice does not invalidate proceedings at that meeting.
5. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation. After that an annual meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part IV – Proceedings at General Meetings

1. Special business is:
 - (1) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (2) all business transacted at an annual general meetings; except
 - (a) the adoption of rules of order;
 - (b) the consideration of the financial statement;
 - (c) the report of the directors;
 - (d) the report of the auditor, if any;
 - (e) the election of directors;
 - (f) the appointment of the auditor, if required; and
 - (g) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
2. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting shall be conducted at a general meeting at a time when a quorum is not present
(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

- (3) A quorum shall be 7 members present of which 3 must be elected and/or appointed officers; no business can be conducted if there are no officers present.
3. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
4. Subject to bylaw 5 of Part IV, the president of the Society, the vice president or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.
5. If at a general meeting:
 - (1) There is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting; or
 - (2) The president and all the other directors present are unwilling to act as chairman; the members present shall choose one of their numbers to be chairman.
6.
 - (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business transacted at an adjourned meeting.
7.
 - (1) All resolutions proposed at a meeting must be seconded and the chairman of a meeting may move or propose a resolution.
 - (2) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
 - (3) Only those votes cast will be counted.
8.
 - (1) A member in good standing present at a meeting of members is entitled to one vote.
 - (2) Voting is by show of hands.
 - (3) Voting by proxy is not permitted
 - (4) Only votes cast will be counted. No one should feel forced to cast a vote. Voting should not be compulsory
9. A corporate member may vote by its authorized representative, who entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.
10. The rules contained in the latest edition of Robert's Rules of Order shall govern all matters of procedure not covered in these bylaws.

Part V – Directors and Officers

1.
 - (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do. Which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to:
 - (a) all laws affecting the Society;
 - (b) these bylaws; and

- (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting
- (2) No rule, made by the Society in a general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
2. (1) The president, vice president, secretary, treasurer and one or more other persons shall be the directors of the Society.
 - (2) The number of directors shall be 5 or a greater number determined from time to time at a general meeting.
 3. (1) The directors shall retire from office at each annual general meeting when their successors shall be elected
 - (2) Separate elections shall be held for each office to be filled.
 - (3) An election may be by acclamation, otherwise it shall be by ballot.
 - (4) If no successor is elected the person previously elected or appointed continues to hold office.
 - (5) The term of office shall commence on January 1st of each year, and last for twelve months.
 - (6) Any director may serve as an officer for as many years as he is elected to a position, but no person may hold any one position for more than three consecutive years, except in extenuating circumstances.
 4. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors
 - (2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
 5. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
 - (2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
 6. The members may, by special resolution, remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
 7. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

Part VI – Proceedings of Directors

1. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
 - (2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.
 - (3) The president shall be chairman of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as chairman, but if neither is present the directors present may choose one of their number to be chairman at that meeting.
 - (4) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.
2. (1) The directors may delegate any, but not all of their powers to committees consisting of the director or directors as they think fit.
 - (2) A committee so formed in the exercise of the powers so delegated shall conform to any

rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

3. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.
4. The members of a committee may meet and adjourn as they think proper.
5. 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 directors is present.
6. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex, cable or e-mail, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
 - (1) no notice of meeting of directors shall be sent to that director; and
 - (2) any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
7. (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
(2) In case of an equality of votes the chairman does not have a second or casting vote.
8. All resolution proposed at a meeting of directors or committee of directors must be seconded and the chairman of a meeting may move or propose a resolution.
9. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

Part VII – Duties of Officers

1. The president shall preside at all meetings of the Society and of the directors.
2. The president is the chief executive officer of the society and shall supervise the other offices in the execution of their duties.
3. The president shall:
 - (1) be one of the financial signing officers;
 - (2) organize the AGM, which includes informing all members of date and time, ensuring that participation qualifications are met, and organize accommodations for all FOYP, in collaboration with the Lodge;
 - (3) organize and inform all directors of general meetings of the board;
 - (4) ensure that each newly elected director receives a copy of the Constitution and Bylaws of the Society;
 - (5) ensure that each elected and appointed officer and committee chair, has reviewed and understands their role and responsibilities;
 - (6) identify any general initiatives and goals for the Society;
 - (7) establish, distribute and maintain the agenda for the AGM and general board meetings;

- (8) submit an annual report at the AGM;
- (9) file annually with the Society Act;
- (10) organize and participate in the selection of FOYP for the Year, prior to the day of the AGM; and
- (11) ensure that the following records and all other relevant information is passed on to the succeeding president:
 - (a) Society Act records and information
 - (b) past AGM records (including accommodations)
 - (c) past minutes of meetings
 - (d) Constitution and Bylaws of FOYP

4. The vice president shall:

- (1) carry out the duties of the president during his absence;
- (2) initiate the review of the Constitution and Bylaws of the Society, no more than three years following the last review;
- (3) chair the Constitution and Bylaws Review Committee;
- (4) participated in the selection of FOYP of the Year;
- (5) conduct the election of directors and officers at the AGM;
- (6) submit an annual report at the AGM where appropriate;
- (7) view the position of vice president as an introductory period for the position of president; and
- (8) ensure that all relevant information in regards to this position is passed on to the succeeding vice president.

5. The secretary shall:

- (1) conduct the correspondence of the Society;
- (2) keep minutes of all meetings of the Society and directors;
- (3) have custody of all records and documents of the Society except those required to be kept by the treasurer, president, workparty coordinator and membership coordinator
- (4) have custody of the Common Seal of the Society;
- (5) provide an updated directors address/email list to all directors immediately following the AGM; and
- (6) ensure that all relevant information regarding this position is passed on to the succeeding secretary.

6. The treasurer shall:

- (1) keep the financial records, including books of account, necessary to comply with the Society Act;
- (2) render financial statements to the directors, members and others when required;
- (3) receive all moneys for the Society and disburse funds authorized by the board of directors;
- (4) give a report of all receipts and expenditures at all general meetings in person, or if unable to attend, provide the president with the information to be reported;
- (5) have signing authority for the Society's accounts and investments;
- (6) deposit all moneys collected on behalf of the Society in an account at a recognized financial institution approved by the directors;
- (7) have the records ready for an inspection/audit upon request of the board of directors;
- (8) ensure that the president has access to the financial records in the even of his absence;
- (9) sub an annual report at the AGM;
- (10) advise and make recommendations to the president whenever financial considerations are concerned;
- (11) keep informed of all phases of the Society's activities through consistent board participation;
- (12) issue an invoice to Yellow Point Lodge, immediately after each newsletter is

- distributed, for their 50% share of the expenses, excluding postage;
 - (13) advise the scholarship committee chair the amount available for awards, and issue cheque(s) for the scholarship recipients at the AGM;
 - (14) provide to the president, immediately after the AGM, an appropriate financial statement to be submitted to the Registrar of the Society Act;
 - (15) manage the investment account in a prudent and responsible manner, with input from the board of directors;
 - (16) prepare and present a budget to the board of directors at the first meeting after the fiscal year end; and
 - (17) ensure all relevant information regarding this position is passed on to the succeeding treasurer.
7. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.
- (2) When a secretary treasurer holds office the total number of directors shall not be less than 5 or the greater number that may have been determined pursuant to Bylaw 2 (2) of Part V.
8. In the absence of the secretary from a meeting the directors shall appoint another person to act as secretary at the meeting.
9. The membership coordinator shall:
- (1) maintain the register of members;
 - (2) immediately inform the president, secretary, and work-party coordinator of any address changes of directors;
 - (3) submit a report at the general meetings and the AGM;
 - (4) provide current address labels to the newsletter editor of all members entitled to a newsletter;
 - (5) receive membership fees and donations, and submit to the treasurer with documentation;
 - (6) provide and updated general membership list as requested; and
 - (7) ensure that all relevant information concerning this position be passed on to the succeeding membership coordinator.
10. The work-party coordinator shall:
- (1) assign all individuals to both mid-week and weekend work parties, and this shall be done with the collaboration of Yellow Point Lodge;
 - (2) ensure that all assigned individuals are current members;
 - (3) ensure that there be some new eligible Friends of Yellow Point on each weekend work party wherever possible;
 - (4) submit a report at each general meeting and the AGM;
 - (5) follow the established work party policy;
 - (6) maintain records of all work party participants and reports; and
 - (7) ensure that all relevant information concerning this position be passed on to the succeeding work-party coordinator.
11. The Education committee chair shall:
- (1) establish a committee for the ensuing year;
 - (2) ensure the distribution of application forms and established criteria for the annual Gerry Hill Memorial Education Fund;
 - (3) follow Education fund policy;
 - (4) ensure the selection for the recipient(s);
 - (5) present the awards(s) at the AGM;
 - (6) ensure that all records are kept of applicants and recipients; and
 - (7) ensure that all relevant information regarding this position is passed on to the succeeding Education committee chair.

12. The project committee chair shall:
 - (1) establish a committee for the ensuing year which is responsible for conceptualizing worthwhile projects, which will assist the Lodge and enhance the purpose of the Friends of Yellow Point Society;
 - (2) communicate with the Lodge so that any suggested project is acceptable;
 - (3) advise and make recommendations to the board for any projects approved by the Lodge, and finances required for said projects;
 - (4) submit a report for each general meeting and the AGM;
 - (5) maintain records of all approved projects; and
 - (6) ensure that all relevant information regarding this position is passed on to the succeeding project committee chair.

Part VIII – Board Appointed Positions and Their Duties

1. The newsletter editor shall:
 - (1) produce and distribute a minimum of three newsletters per year, each of which shall reflect the purposes of the Society;
 - (2) submit each issue for approval by the Lodge before publishing;
 - (3) ensure that production costs do not exceed financial guidelines established by the board;
 - (4) be responsible for maintaining a historical copy of each newsletter produced; and
 - (5) ensure that all relevant information regarding this position is passed on to the succeeding newsletter editor.
2. The photo album coordinator shall:
 - (1) receive photo donations and create new albums, only from worthwhile submissions;
 - (2) repair and replace photo albums;
 - (3) not exceed financial guide lines established by the board;
 - (4) submit a report at each general meeting and the AGM; and
 - (5) ensure that all relevant materials are passed on to the succeeding photo album coordinator.

Part IX - Seal

1. The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
2. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and secretary treasurer.

Part X – Borrowing

1. In order to carry out the purposed of the Society the directors may, on behalf of and in the name of the Society; raise or secure the payment or repayment of money in the manner they decide, and, in particular but not without limiting the foregoing, by issue of debentures.
2. No debenture shall be issued without the sanction of a special resolution.

3. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part XI – Auditor

1. This Part applies only where the Society is required or has resolved to have an auditor.
2. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the Office of Auditor.
3. At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
4. An auditor may be removed by ordinary resolution.
5. An auditor shall be promptly informed in writing of appointment or removal.
6. No director and no employee of the Society shall be auditor.
7. The auditor may attend general meetings.

Part XII – Notices to Members

1. All meetings of the Society are open to all members (in good standing). Notice shall be deemed given, to all members, of upcoming meetings by vocal declaration at any previous meeting, and publication of the dates and time of such meetings in the newsletter of the Society and in the minutes of the previous meeting.

Part XIII – Bylaws

1. On being admitted to membership, each member is entitled to view or receive at cost, a copy of the constitution and bylaws of the Society.
2. On being duly elected, each new director is entitled to, and the Society shall give him, without charge, a copy of the constitution and bylaws of the Society.
3. These bylaws shall not be altered or added to except by special resolution.

POLICIES AND GUIDELINES

Guidelines for the AGM

Registration Rules:

1. Registration and accommodation is on a first come, first serve basis. All members including directors and officers must register.
2. Registration will commence September 1st of each year and remain open to eligible members only until November 1st.

Eligibility Rules:

1. Must be a paid up Friend of Yellow Point.
2. Must have been a paid guest of the Lodge some time during the past two years. Hall of Famers are exempt from this requirement.
3. Must have attended one mid-week, or one weekend work party during the past 2 years, or one special committee meeting during the previous year. After November 1st, Eligibility Rule #3 only may be waived if there is room available.
4. Directors holding office are not required to conform to the work party requirement rule in order to be eligible to attend AGM

Eligibility for Work Parties

1. Must be a Friend of Yellow Point in good standing before confirming acceptance to attend a work party..