

**BYLAWS OF THE
BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY
April 2017**

The operations of the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY are carried on chiefly in the Search and Rescue regions of British Columbia. This provision was previously unalterable.

The activities of the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY shall be carried on without purpose of gain to its Executive, Directors or members, and no part of the income of the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY shall be payable or otherwise available for their personal benefit. Any profits, grants, donations or other accretions to the Society shall be used for promoting its purposes as stated in the Constitution. This provision was previously unalterable.

The Executive and Directors of the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY shall serve without remuneration and shall not receive directly or indirectly, any profits from their position, but may be reimbursed for out of pocket expenses incurred by them in the performance of their duties. This provision was previously unalterable.

Upon dissolution or wind-up of the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY, the assets remaining after payment of all costs, charges, and expenses properly incurred in the wind-up, including remuneration of a liquidator, and after payment to contractors and employees of the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY of any arrears of salary or wages, and after payment of any other debts of the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY, shall be distributed to:

- a. A recognized charitable organization, registered under the provisions of the Income Tax Act of Canada, having objectives similar to or compatible with the objectives of the Society, or
- b. The BC Search and Rescue Association, in trust, for distribution to Search and Rescue organizations within British Columbia, which shall be determined by the Board of Directors of the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY. This provision was previously unalterable.

Part 1: Interpretations

- 1-1 In these bylaws, unless the context otherwise requires:
- “Board” includes the Executive and the Directors of the society;
 - “Executive” means the elected President, Vice-President, Treasurer, and Secretary of the society;
 - “Directors” means the elected representatives of the Society;
 - “Committee” means members specially appointed by the Board to fulfill specific tasks as may be required by the Society.
 - “Meeting” includes any annual, regular or extraordinary meeting;
 - “Policy” means the current set of guidelines, policies and/or procedures that pertain to a specific aspect of society business, adopted or amended by resolution at a meeting of the Society and which may change from time to time;
 - “Purposes” refers to the overarching purposes of the Society stated in the Constitution;
 - “BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY activity” means any Tracker or Search and Rescue related training approved by the Board, to include business or committee meeting, community, educational, or fundraising events, as well as any related Executive and Regional Directors duties;
 - “Registered address” of a member, means his or her address as recorded in the register of members;
 - “Society Act” means the Society Act of the Province of British Columbia in force, and all amendments to it; and
 - “Special Resolution” means “special resolution” as defined in the Society Act.
- 1-2 The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
- 1-3 Words importing the singular include the plural and vice versa.

Part 2 – Membership Requirements

- 2-1 Members of the Society must:
- a. Be at least 19 years of age, 16-18 years of age with written parental permission.
 - b. Be willing to be subjected to a Criminal Record Check, as may be requested, and any criminal conviction may be grounds for the rejection of the application, or termination of membership, at the discretion of the Board.
 - c. A member in Good Standing who is charged with a criminal offence shall request, and be granted, a leave of absence from membership and activities until the matter is concluded in the courts. If a member who is charged with a criminal offence does not request a leave of absence, the Board may meet and place the member on a leave of absence until the matter is concluded in the Courts.
 - d. Agree to uphold the Constitution and Bylaws of the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY and to abide by the Policies and Procedures of the Association.
 - e. Agree to follow the operational procedures for tracking, and for search and rescue operations, as set out by the Province of British Columbia and as directed by the Incident Commander and/or Search Management Team on specific operations.
 - f. Agree to maintain an appropriate level of skills and training as determined by the Board; and
 - g. Agree that membership may be revoked by the President for cause, upon vote by a simple majority of the Board.
- 2-2 Upon recommendation by the Executive and Directors, and approval by the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY membership, the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY may appoint individuals as lifetime members in the Society.
- 2-3 The annual membership dues shall be determined at the Annual General Meeting of the Society.
- 2-4 A person shall cease to be a member of the Society:
- a. By notifying the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY of their resignation.
 - b. Upon the death of the member;
 - c. On being expelled for cause, by the President in accordance with a decision by the Board;
 - d. On having been a member not in good standing for over 12 consecutive months; and
 - e. On not renewing their membership within a period of no more than 24 months.
- 2-5 All members will comply with the policies contained in the membership requirements of this section.
- 2-6 Membership in the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY is a privilege granted in accordance with membership requirements.
- 2-7 The Board may seek the input of BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY members, instructors, Search Managers, and GSAR Group Executives and Directors in considering any application for membership.

- 2-8 A member of the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY, whose membership was terminated by the Board, may re-apply for membership by submitting a written request to the Board, outlining their request and the reasons for their expulsion. At least two members of the Board will review the individual's request in order to establish suitability for reinstatement, and those members of the Board will present their recommendations to the Board who will determine whether or not they will grant reinstatement and, if the latter, on what terms.
- 2-9 Definition of a Member in Good Standing: All members are in good standing except a member:
- a. Who has failed to pay his or her current annual membership fee or any other subscription or debt due and owing by him or her to the Society and he or she is not in good standing so long as the debt remains; or
 - b. Who is subject to action under the Membership requirements.

Part 3 – Annual General Meeting

- 3-1 An Annual General Meeting of the members shall be held no later than the end of October of each calendar year. The meeting may be held at a designated meeting place and may include teleconference and/or on-line videoconference.
- 3-2 If the Annual General Meeting cannot be held by the end of October in any year, the existing Executive shall cause an Annual General Meeting for the purpose of electing new members of the Board to be held at the earliest possible date, but no later than the end of December of that year.
- 3-3 The election of the Executive and Directors of the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY shall be conducted at the Annual General Meeting.
- 3-4 The conduct of other business shall be allowed at the Annual General Meeting.
- 3-5 Voting by proxy is permitted, provided the member submits the signed proxy in writing, e-mail or facsimile to his/her Regional Director or other member of the Board, clearly stating how they wish to vote on an agenda item.
- 3-6 All voting members of the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY, as determined by the Board of the Society prior to the Annual General Meeting, shall be entitled to one vote on all business, including the election of a new Board.
- 3-7 The outgoing Executive and Directors of the Society shall appoint one or more Returning Officers to conduct the election during the Annual General Meeting.
- 3-8 A quorum for an annual general meeting is not less than twelve voting members of the Society. This includes members attending via teleconference or videoconference.
- 3-9 If, during an Annual General Meeting, there ceases to be less than a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 3-10 Notices to Members: A notice for the Annual General Meeting is sent to each member by ordinary post or e-mail, at least thirty (30) days preceding the date of the meeting. The notice of an Annual General Meeting shall be accompanied with the agenda and a financial statement, as well as the wording of any proposed amendments to the Constitution and Bylaws.

Part 4 – Executive and Directors of the Society (The Board)

- 4-1 The daily affairs of the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY will be managed by the Executive and the Directors.
- 4-2 The Board shall be comprised of:
- a. President;
 - b. Vice-President;
 - c. Secretary;
 - d. Treasurer;
 - e. Regional Directors representing the Search and Rescue regions of British Columbia;
 - f. Training Director; and
 - g. Membership Director.
- 4-3 Position descriptions of Board members are contained in Section 5.

- 4-4 No person shall occupy more than two offices at the same time.
- 4-5 The term of office for each member of the Executive and Directors shall be two years.
- 4-6 The President and Secretary shall be elected on even years and the Vice President and Treasurer shall be elected on odd years, and half of the Directors shall be elected each year.
- 4-7 The members of the Executive and the Directors shall be elected by the membership at the Annual General Meeting.
- 4-8 Members of the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY in good standing are eligible to hold office, if elected.
- 4-9 Any voting member of the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY in good standing may make nominations for election to the Board.
- 4-10 The member who is nominated must accept the nomination or the nomination is void.
- 4-11 Nominations may be made prior to the Annual General Meeting by notifying the President, Vice-President, or the appointed Returning Officer, if one is appointed prior to the Annual General Meeting.
- 4-12 Nominations may be made from the floor, during the time that the Returning Officer calls for such nominations at the Annual General Meeting.
- 4-13 The voting shall be by secret ballot for each position and the ballots will be destroyed at the end of the Annual General Meeting.
- 4-14 Members of the Executive and Directors shall be elected by a majority of votes for each position.
- 4-15 If no successor is elected, the person previously elected or appointed continues to hold office, if they remain willing to do so.
- 4-16 The Executive and Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY in a General Meeting, but, subject nevertheless, to:
- a. All laws affecting the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY;
 - b. These Bylaws and any associated Policies: and
 - c. Rules, not being inconsistent with these Bylaws, which are made from time to time by the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY Board in a General Meeting.
- 4-17 No member of the Board shall be remunerated for being or acting in their capacity, but may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY.
- 4-18 The Board may at any time, appoint a member of the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY as an Executive or Director to fill a vacancy caused by the resignation or removal, or inability to act by any member of the Board. All such appointments are to be ratified by the membership of the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY at the next available meeting.

- 4-19 An Executive or Director so appointed, holds office only until the conclusion of the Annual General Meeting of the Society, but is eligible for re-election at the meeting.
- 4-20 The membership of the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY may, by special resolution at an Extraordinary General Meeting, remove a Board Member before the expiration of that person's term of office, and may elect a successor to complete the term of office.
- 4-21 No act or proceeding of the Board is invalid only by reason of there being less than the prescribed number in office.

Part 5 – Duties of the Executive and Directors (The Board)

- 5-1 The President shall:
- a. Be the Chief Executive Officer of the Society and shall supervise the other members of the Executive and Directors in the execution of their duties;
 - b. Normally call and preside at all annual and extra-ordinary meetings of the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY;
 - c. May be asked to be a designated signing authority for the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY bank account(s).
- 5-2 The Vice-President shall:
- a. Carry out the duties of the President in the absence of the President;
 - b. May be asked to be a designated signing authority for the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY bank account(s).
- 5-3 The Secretary shall:
- a. Conduct the correspondence of the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY;
 - b. Issue notices of meetings of the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY and the Directors;
 - c. Keep Minutes of all meetings of the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY and Directors;
 - d. Have custody of copies or originals of all records and documents of the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY except those that must be kept by the Treasurer;
 - e. Have custody of the common seal of the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY.
 - f. May be asked to be a designated signing authority for the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY bank account(s).
- 5-4 The Treasurer shall:
- a. Keep the financial records, including books of account, necessary to comply with the Society Act; and
 - b. Render financial statements to the Executive and Directors, members, and others, when required;
 - c. Will be a designated signing authority for the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY bank accounts.
- 5-5 The Regional Directors shall:
- a. Contact the training officer of each SAR team in their Region to promote tracking and establish regular communications to keep the training officers current of any tracker training opportunities in the region and the Province;
 - b. Offer to assist in providing instruction and/or training materials to each SAR team in their Region for the tracking segment of the basic GSAR training and offer instruction and/or training materials and informational brochures for tracker training during regular SAR exercises and events;

- c. Facilitate or organize at least one “BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY In-House Track Aware” course in their Region per year;
- d. Provide support, information, guidelines and materials as may be required by the other Directors in the performance of their duties; and
- e. Provide a report at the Annual General Meeting and/or as required for regular and extraordinary meetings.
- f. May be asked to be a designated signing authority for the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY bank account(s).

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The Training Director shall:

- a. Have the overall responsibility of coordinating all aspects of training to ensure the trackers maintain their capabilities in a professional manner. It is recommended to the membership that this individual be a senior tracker (Advanced Tracker or higher);
- b. Chair the Training Committee (committee shall consist of all current Instructors);
- c. Read and understand the “Guide for Training Officers of Emergency Management British Columbia Ground and Inland Water Search and Rescue Groups”;
- d. Plan and implement annual training programs (Track Aware, Tracker, Advance Tracker, Train the Trainer);
- e. Preparing an annual training plan;
- f. Screen instructor candidates, ensure certification and re-certification of instructors, monitor instructor performance and standards;
- g. Liaison with Course Coordinators and Directors;
- h. Set course dates, assign instructors to courses, provide course training materials;
- i. Review and edit course announcements, send to Web Master for posting;
- j. Keep contact information and records of all instructors;
- k. Keep records from all courses: sign-in sheets, reports, assessments, critiques, etc.;
- l. Maintain tracker call-out list for EMBC & BC SARA;
- m. Provide an annual report at the Annual General Meeting, quarterly report to the Board;
- n. May be asked to be a designated signing authority for the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY bank account(s).

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The Membership Director shall:

- a. Maintain the Society’s Membership database including (but not limited to) full name and resident address; date on which the person was admitted as a member and ceased to be a member; the achieved level of Tracking Certification; email address, etc.;

- b. Record and coordinate with the Treasurer, membership fee payment information for an accurate accounting of paid membership fees;
- c. Distribute by e-mail, any pertinent information such as training courses, meetings and newsletters. This information is provided by the Board of Directors and its various committees;
- d. May be asked to be a designated signing authority for the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY bank account(s).

Part 6 – Regular Business

- 6-1 Regular business of the Society will be carried out by e-mail correspondence or video or teleconference, as required by the Executive and Directors.
- 6-2 Extraordinary meetings to conduct urgent business may be called by the President, as required.
- 6-3 The Agenda for each meeting shall include at least:
 - Call to Order
 - Introduction of Guests
 - Approval of the previous Meetings Minutes
 - Correspondence Received
 - Treasurer’s Report
 - Directors Reports
 - Special Committee Reports
 - Review of preceding and on-going activities
 - Old Business
 - New Business
 - Adjournment
- 6-4 Meetings will be conducted, according to Robert’s Rules of Order (Revised), where not consistent with the Bylaws of the Society or of the Society Act of British Columbia.
- 6-5 A quorum for Regular Business shall be not less than five members of the Board.
- 6-6 Meetings will be conducted by the President of the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY, the Vice-President, or in their absence, one of the Directors.
- 6-7 In the absence of the Secretary, the Directors may appoint, for that meeting, a member of the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY in good standing to take the Minutes.
- 6-8 The Chair of the meeting shall neither make nor second resolutions (motions) at the meeting.
- 6-9 The Chair shall not be entitled to a vote during a meeting, except in the case of an equality of votes on a resolution/motion. The Chair may cast the tie-breaking vote, or if abstaining, the motion/resolution shall not pass.
- 6-10 The President of the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY or the majority of the Directors may call for an extraordinary meeting by applying in writing to the Board.
- 6-11 The notice of an extraordinary meeting shall include the reason for which the meeting is convened, with sufficient particulars to allow the members to be able to have a well-informed opinion on the points on the agenda.

Part 7 – Seal

- 7-1 The Executive may provide a common seal for the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY and may destroy a seal and substitute a new seal in its place.
- 7-2 The common seal shall be affixed only when authorized by a resolution of the Executive and 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.

Part 8 – Borrowing

- 8-1 Borrowing of monies shall be determined after notice of the resolution to borrow or lend money has been given to the membership not less than 14 days prior to the meeting at which the resolution will be presented for voting and upon acceptance by eighty percent (80%) of the members in good standing who vote on the resolution.

- 8-2 No debenture shall be issued without the sanction of a special resolution.

- 8-3 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 9 – Constitution and Bylaws

- 9-1 The Constitution and Bylaws shall not be amended or added to except by special resolution.
- 9-2 Any member may submit to the Board a proposal to amend the Constitution and Bylaws.
- 9-3 Amendments of the Constitution and Bylaws must be passed by a special resolution and shall be adopted if voted in favor by at least two-thirds (67%) of the members present at an Annual General or Extraordinary Meeting.
- 9-4 The Society may be dissolved if members present at an Annual General Meeting or Extraordinary General Meeting of the Society pass a special resolution to that effect with a three-quarters (75%) majority vote.

Part 10 – Committees

- 10-1 Special committees shall be appointed by the Board to fulfill specific tasks as may be required by the Society. These committees may fulfill tasks such as Policy, Communications, Fund Raising, and any other activities related to the stated purposes of the society.
- 10-2 Any member in good standing may apply and with the approval of the Board, may be appointed to be a member of a committee.
- 10-3 The Board will select and appoint a chairperson to a committee. The chairperson will report the committee activities to the Board and the BRITISH COLUMBIA TRACKING ASSOCIATION SOCIETY membership on a regular basis.

Part 11 – Contracts

- 11-1 A Director of the Society who is, directly or indirectly, interested in a proposed contract or transaction with the society must disclose fully and promptly the nature and extent of the interest to each of the other Directors.
- 11-2 A Director referred to in Section 11-1 must account to the Society for profit made as a consequence of the Society entering or performing the proposed contract or transaction,
- a. unless
 - (i) the Director discloses the interest as required by section 11-1,
 - (ii) after the disclosure the proposed contract or transaction is approved by the Directors, and
 - (iii) the Director abstains from voting on the approval of the proposed contract or transaction, or
 - b. unless
 - (i) the contract or transaction was reasonable and fair to the Society at the time it was entered into, and
 - (ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.
- 11-3 Unless the bylaws otherwise provide, a Director referred to in section 11-1 must not be counted in the quorum at a meeting of the Directors at which the proposed contract or transaction is approved.
- 11-4 The fact that a Director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the society does not make the contract or transaction void, but, if the matters referred to in section 11-2 a or b have not occurred, the court may, on the application of the Society or an interested person, do any of the following:
- a. prohibit the society from entering the proposed contract or transaction;
 - b. set aside the contract or transaction;
 - c. make any order that it considers appropriate.
- 11-5 Contracts on behalf of a Society may be made as follows:
- a. a contract that, if made between natural persons, would be, by law, required to be in writing and under seal, may be made on behalf of the Society in writing under the seal of the Society, and may be varied or discharged in the same manner;
 - b. a contract that, if made between natural persons, would be, by law, required to be in writing, signed by the person to be charged, may be made on behalf of the Society in writing signed by a person acting under its authority, express or implied, and may be varied or discharged in the same manner;
 - c. a contract that, if made between natural persons, would, by law, be valid although made orally and not reduced into writing, may be made in a similar manner on behalf of the Society by a person acting under its authority, express or implied, and may be varied or discharged in the same manner.
 - d. a contract made, varied or discharged in accordance with this section is, so far as concerns its form, effectual in law and binding on the Society and all other parties to it.
 - e. a bill of exchange or promissory note is deemed to have been made, accepted or endorsed on behalf of a Society, if made, accepted or endorsed in the name of, or by or on behalf of or on account of the society by a person acting under its authority, express or implied.