

BRITISH COLUMBIA MOUNTAINEERING CLUB

S-0000330

CONSTITUTION

1. The name of the Club is British Columbia Mountaineering Club.
2. The purposes of the Club are to:
 - a) Explore and recreate in the mountains, glaciers, cliffs, and valleys of British Columbia,
 - b) Provide trips, courses, programs, expeditions, meetings, lectures, publications and other services to members and the public,
 - c) Protect the mountains, glaciers, cliffs, and valleys of British Columbia, and promote responsible, sustainable public access to and use of them,
 - d) Introduce the public to the love of mountains, and appreciation of their beauty,
 - e) Support scientific, literary and artistic endeavours and publications consistent with the foregoing,
 - f) Promote mountain safety, and
 - g) Do all such other things as are incidental or ancillary to the attainment of these purposes.

This society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.

BYLAWS

Part 1 - Interpretation

- 1.1 In the Constitution and the Bylaws:
 - a) "Act" means the Societies Act, and "Regulations" means any regulations enacted pursuant to the Act,
 - b) "Address of the Club" means the address of the Club as filed from time to time with the Registrar,
 - c) "AGM" means an annual general meeting,
 - d) "Board" or "Board of Directors" means the Directors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Club and exercising the powers of the Club,
 - e) "Board Resolution" means:
 - (i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting, or
 - (ii) a resolution that has been submitted to all Directors and consented to in writing by 75% of the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board, and such a resolution may be in two or more counter-parts,

- f) "Bylaws" means the Bylaws of the Club as filed with the Registrar,
- g) "Chapter" means a chapter of the Club, established in accordance with Part 12,
- h) "Club" or "Society" means British Columbia Mountaineering Club,
- i) "Constitution" means the Constitution of the Club as filed with the Registrar,
- j) "Directors" means those persons who have become Directors in accordance with these Bylaws and who have not ceased to be Directors, and "a Director" means any one of them,
- k) "general meeting" includes an AGM and a special general meeting,
- l) "Members" means the applicants for incorporation of the Club and those persons who have subsequently become Members in accordance with these Bylaws and, in either case, have not ceased to be Members, and "a Member" means any one of them,
- m) "Registrar" means the Registrar of Companies of the Province of British Columbia,
- n) "Special Resolution" and "Ordinary Resolution" have the meaning given to them by the Act, and voting on such a resolution may be by mail or another means of communication, including by fax, e-mail, or other electronic means,
- o) "Voting Member" has the meaning given to it by Bylaw 5.7 (1),
- p) "written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and other electronic means,
- q) the singular includes the plural and vice versa, and
- r) persons include corporations and associations.

1.2 1) The definitions in the Act on the date the Bylaws become effective apply to the Constitution and Bylaws.

2) if there is a conflict between the Bylaws and the Act or the Regulations, the Act or the Regulations, as the case may be, prevail.

1.3 The Club must on request provide a Member a copy of the current Constitution and Bylaws, without charge.

1.4 The Constitution and Bylaws can only be altered by Special Resolution, and a Special Resolution does not take effect until filed with the Registrar.

1.5 The Club must not distribute any of its money or other property except as permitted by the Act.

Part 2 - Membership

2.1 The Members are the applicants for incorporation and those persons who subsequently become Members in accordance with the Bylaws and who, in either case, have not ceased to be Members.

2.2 1) A member must support the purposes of the Club.

2) There are five categories of members: Adult, Youth, Honourary, Life, and Chapter.

3) An Adult Member is a person who is 19 years of age or older.

4) A Youth Member is a person who is 18 or fewer years of age.

5) An Honourary Member is:

- a) a person who has made an extraordinary contribution to the Club, to mountaineering, or to the mountains of British Columbia, and
- b) appointed for life, by a resolution of which not fewer than two-thirds of the Directors then in office are in favour.

An Honourary Member pays no further membership dues after being appointed as such.

6) A Life Member is an Adult Member who:

- a) pays an amount set by Board Resolution, and
- b) pays no further membership dues.

7) A Chapter Member is a person who is a member of a Chapter.

2.3 An application for membership must:

- a) be in writing and in a form approved by the Board,
- b) include the name, address, e-mail address, and telephone number of the applicant,
- c) indicate the category to which the applicant wishes to belong,
- d) state the Chapter or Chapters the applicant is required or wishes to belong to,
- e) provide such other information as the Board may require,
- f) include annual membership dues, if required, and
- g) include Chapter Dues, if required.

2.4 1) A person may apply to become a member, and becomes a member on:

- a) complying with bylaws 2.2 and 2.3, and
- b) acceptance by the Board.

2) The Board may in its sole discretion approve, postpone, or refuse an application for membership.

3) The amounts of annual membership dues for Adult, Youth, and Chapter Members, and the amount that must be paid by Life Members, must be set by Board Resolution. The Board may reduce the amount or waive the payment of annual membership dues by a member or a group of members where it would be just and equitable to do so.

4) The amount of annual membership dues for:

- a) an Adult Member who is 65 years of age or older and has been a member for 25 consecutive years, or
- b) a member who is or was the spouse of an Honourary Member,

may be fixed at a lesser amount than would otherwise be payable by such a member.

5) Subject to Board Resolution, a membership may be renewed at a general meeting.

- 2.5** 1) A membership is not transferable.
- 2) A membership must be renewed annually, by or before a date set by the Board.
- 3) The Club must send a membership renewal notice to each member a reasonable time before the date on which membership must be renewed.
- 4) A member who is renewing must comply with bylaws 2.2 and 2.3.
- 5) Except where determined by the Act or the bylaws, the privileges and responsibilities of members of each category must be determined by Board Resolution.
- 2.6** Every Member and Director must uphold the Constitution, and must comply with:
- a) the Act,
 - b) the Bylaws,
 - c) any rules, regulations and policies made by the Club, and
 - d) any rules of order governing the conduct of general meetings and of meetings of the Board.
- 2.7** A Member ceases to be a Member on:
- a) delivering a written resignation to the Club,
 - b) death,
 - c) having been a Member not in good standing for 60 days, or
 - d) being expelled.
- 2.8** A Member becomes a Member not in good standing on failing to pay:
- a) a debt due and owing to the Club, or
 - b) annual membership dues by the date set by the Board.
- 2.9** 1) A Member may be expelled by Special Resolution.
- 2) The notice of a Special Resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 3) A Member who is the subject of a proposed Special Resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

Part 3 - Meetings of Members

- 3.1** 1) General meetings must be held at the time and place, in accordance with the Act and the Bylaws, that the Board determines.
- 2) An AGM must be held at least once in every calendar year except the year in which the Club became incorporated.
- 3) Every general meeting, other than an AGM, is a special general meeting.
- 3.2** 1) The Board may when it thinks fit convene a special general meeting.
- 2) The Members may requisition a general meeting pursuant to section 75 of the Act, and may submit a proposal for consideration by the Club at a general meeting pursuant to section 81 of the Act.

Part 4 - Notice to Members

- 4.1** 1) Notice of a general meeting must:
- a) specify the place, day and hour of meeting,
 - b) include the text of any Special Resolution to be proposed at the meeting,
 - c) state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning that business, and
 - d) be sent to all Members not fewer than 14 days but not greater than 60 days before the meeting.
- 2) The accidental omission to send notice of a general meeting to a Member, or the non-receipt of notice by a Member, does not invalidate any proceedings at that meeting.
- 3) The Members may waive or reduce the period of notice of a specified general meeting by unanimous consent in writing.
- 4.2** 1) Notice of a general meeting must be given to:
- a) every Member shown on the register of Members on the day notice is given, and
 - b) the auditor, if any.
- 2) No other person is entitled to receive a notice of general meeting.
- 4.3** A notice may be given to a Member either personally, by mail, by e-mail or by other electronic means to the Member at the Member's address or e-mail address, as shown in the register of Members.
- 4.4** 1) A notice sent by mail from the Club's office is deemed to have been received two days after being mailed.
- 2) A notice sent by e-mail or other electronic means is deemed to have been received 24 hours after being sent.
- 4.5** A Member must promptly and in writing notify the Club of any change in the Member's name, address, e-mail address, or telephone number.

Part 5 - Proceedings at General Meetings

- 5.1** 1) The business at an AGM is:
- a) to elect a chair, if required,
 - b) to determine that there is quorum,
 - c) to adopt rules of order,
 - d) to approve the agenda,
 - e) to consider the minutes of the last AGM and any intervening general meetings,
 - f) to consider the report of the Board on its activities and decisions since the last AGM,
 - g) to receive the financial statements for the previous financial year, and the auditor's report (if any) on them,
 - h) to appoint an auditor, if required,

- i) to elect Directors,
- j) business arising out the financial statements, the auditor's report, the report of the Board, or which under the Bylaws or any statute ought to be transacted at an AGM, and any matter about which notice has been given in the notice of the meeting,
- k) Special Resolutions, if any, of which notice has been given as required by the Act and the Bylaws,
- l) any Members' proposals pursuant to section 81 of the Act, and
- m) to adjourn.

2) The financial statements presented to an AGM must comply with the Act.

3) The business at a special general meeting is limited to:

- a) adopting rules of order,
- b) that set out in a requisition pursuant to bylaw 3.2, if applicable, and
- c) that determined by the Board pursuant to bylaw 3.2.

5.2 1) Quorum at a general meeting is 25 Voting Members present at all times.

2) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time unless a quorum of Voting Members is present.

3) If at any time during a general meeting there ceases to be a quorum of Voting Members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4) A person who is entitled to participate in a general meeting may do so by telephone or other communications medium if all of the persons participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other. The Club is not obligated to take any action to facilitate the use of any communications medium at a general meeting.

5.3 If within 30 minutes from the time set for holding a general meeting a quorum of Voting Members is not present:

- a) in the case of a meeting convened on a requisition of Members, the meeting is terminated, and
- b) in any other case, the meeting stands adjourned to a time and place determined by the Board but not more than 14 days later, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time set for meeting, the Voting Members who are present constitute a quorum for that meeting.

5.4 1) A general meeting can only be adjourned by Ordinary Resolution.

2) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

3) When a general meeting is adjourned for fourteen days or more, notice of the adjourned meeting must be given as for the original meeting.

- 4) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 5.5** 1) Subject to a Board Resolution appointing another person, the President must chair each general meeting.
- 2) If the President or a person appointed as chair is not present within 15 minutes after the time set for a meeting, or is unable or unwilling to act as chair, the Vice-President must be chair.
- 3) If neither the President nor the Vice-President is present within 15 minutes after the time set for a meeting, or neither of them is able or willing to act as chair, the Members present may elect an individual who is present to be chair.
- 5.6** 1) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a Member, and the resolution fails.
- 2) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.
- 5.7** 1) A question, resolution, or motion arising at a general meeting must be decided by Ordinary Resolution, unless it must pursuant to the Act or Bylaws be decided by Special Resolution, or is another resolution having a higher voting threshold than that of an Ordinary Resolution.
- 2) Voting must be by show of hands, except when a secret ballot is required by:
- a) the Bylaws or Act,
 - b) ruling of the chair, or
 - c) Ordinary Resolution, voting on which must be by show of hands.
- 3) The following members are Voting Members:
- a) An Adult Member who has been a member for not less than one year and is in good standing,
 - b) A Life Member,
 - c) An Honourary Member, and
 - d) A Chapter Member who has been a member for not less than one year, and is 18 years of age or older.
- 4) Proxy voting is prohibited.
- 5) The chair of a meeting must announce the outcome of each vote, which must be recorded in the minutes of the meeting.
- 6) All Members have the rights to notice of, to attend and to speak at general meetings. A Member who is not in good standing cannot vote.
- 5.8** Subject to the Act and the Bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

Part 6 – Board of Directors

- 6.1** 1) The Board must manage, or supervise the management of, the activities and internal affairs of the Club.
- 2) The Board may exercise all such powers and do all such acts and things as the Club 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 Members in general meeting, but subject to the provisions of:
- (a) all laws affecting the Club, and
 - (b) these Bylaws and the Constitution.
- 6.2** 1) A Director must, when exercising the powers and performing the functions of a Director:
- a) act honestly and in good faith with a view to the best interests of the Club,
 - b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
 - c) act in accordance with the Act and Regulations, and
 - d) subject to paragraphs (a) to (c), act in accordance with the Bylaws.
- 2) Without limiting subsection (1), a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Club.
- 3) 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 a society.
- 4) Nothing in a contract or the Bylaws relieves a Director from
- a) the duty to act in accordance with this Act and the Regulations, or
 - b) 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 Club.
- 6.3** 1) The Directors are the Past-President, President, Vice-President, Secretary, Treasurer, and not fewer than four and not more than twelve other Directors, with their number and titles (if any) set by Ordinary Resolution at the AGM.
- 2) A Director has an ordinary term of one year, beginning at the adjournment of the AGM at which the Director is elected, and ending at the adjournment of the next following AGM.
- 3) The Past-President is that person who most recently was but who no longer is President, if that person is willing to serve as such. If that person is not so willing, the Board may appoint another person who was President to be Past-President.
- 4) A Director, and a candidate for election as a Director, must:
- a) be a Voting Member,
 - b) be nominated by two members or by the Board, and consent to the nomination,
 - c) consent to the nomination, in writing or in person, and
 - d) be qualified to be a Director pursuant to section 44 of the Act.

5) The Directors must be elected at the AGM, and have a term of office beginning at the adjournment of that AGM, and ending at the adjournment of the next following AGM.

6) A separate election must be held for the offices of President, Vice-President, Secretary and Treasurer. The remaining Directors may be elected as a body, and in such case each Voting Member present has a number of votes equal to the number of Directors to be elected, but must not cast more than one vote for any nominee.

7) An election must be by secret ballot, unless the members present unanimously agree that the election be by show of hands, or the number of candidates is equal to or fewer than the number of vacancies, in which case the candidates must be declared to be elected.

8) If fewer than 17 directors are elected at the AGM, the Board may at its first meeting following the AGM appoint one or two directors who are qualified pursuant to bylaw 6.3 (4), for terms ending at the next following AGM.

9) A Director may be re-elected or re-appointed.

6.4 A Director ceases to be a Director on:

- a) the end of the Director's term of office, unless the Director is re-elected,
- b) resigning in writing,
- c) being removed pursuant to bylaw 6.6,
- d) ceasing to be a Voting Member,
- e) death,
- f) becoming incapable of performing the duties of a Director, or
- g) failing to attend three consecutive meetings of the Board without the consent of the Board, which must not be unreasonably withheld.

6.5 No act or proceeding of the Board is invalid only by reason that there are fewer Directors in office than the number required by bylaw 6.3.

6.6 1) The Members may, by Special Resolution, remove a Director before the expiration of the Director's term of office.

2) The Board may, by a resolution of which $\frac{3}{4}$ of the Directors then in office are in favour, remove a Director before the expiration of the Director's term of office.

6.7 The Board may appoint a Member who is qualified pursuant to bylaw 6.3 to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a Director during the Director's term of office, for the balance of that Director's term.

6.8 A Director must not be remunerated for being or acting as a Director, but may be reimbursed for all expenses reasonably and necessarily incurred while engaged in the affairs of the Club.

Part 7 - Proceedings of the Board

7.1 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.

2) Quorum at a meeting of the Board is a simple majority of the Directors then in office, but must not be fewer than three.

- 3) A meeting of the Board may be called by:
- a) the President, or
 - b) any three Directors, or
 - c) Board Resolution.
- 4) Notice of a meeting of the Board is sufficient if properly addressed to every Director, and sent by Canada Post or e-mail. Except where notice is waived by all Directors, notice of a meeting of the Board must be given at least 48 hours before the meeting.
- 5) 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 that meeting.
- 7.2** When a meeting of the Board is held immediately following the election or appointment of a Director or Directors, it is not necessary to give notice of the meeting to the new Directors for the meeting to be constituted, if a quorum is present.
- 7.3** A Director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:
- a) no notice of meetings of the Board need be sent to that Director, and
 - b) all meetings of the Board, notice of which have not been given to that Director are, if a quorum is present, deemed to be valid and effective.
- 7.4**
- 1) Except where otherwise required, a question arising at a meeting of the Board or a committee must be decided by a majority of votes.
 - 2) A resolution proposed at a meeting of the Board or a committee need not be seconded, and the chair of such a meeting may move or propose a resolution.
 - 3) In the case of an equality of votes at a meeting of the Board or a committee, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the motion or resolution is defeated.
- 7.5**
- 1) The Board may as it thinks fit delegate any, but not all, of its powers to a committee, and appoint the members and chair of the committee.
 - 2) The Board must by resolution determine the names, chair, members, authority and responsibilities of a committee.
 - 3) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the next following meeting of the Board.
- 7.6** Subject to the Act and the Bylaws, the Board may adopt rules of order, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

Part 8 – Officers

- 8.1**
- 1) The officers are the President, Vice-President, Secretary and Treasurer. The Board may elect or appoint such other officers as it deems necessary.
 - 2) An officer ceases to be an officer on:
 - a) ceasing to be a director, or
 - b) resigning in writing.

3) The Board may elect another director to take the place of an officer who ceases to hold office between AGMs, for the remainder of the officer's term.

8.2 The President:

- a) must supervise the other officers in the execution of their duties,
- b) must, subject to a Board Resolution appointing another person, chair all meetings of the Board and all general meetings, and
- c) has the powers and duties generally pertaining to the office of President, subject to Board Resolution.

8.3 In the absence or inability of the President, the Vice-President must perform the duties of the President.

8.4 The Secretary is responsible for doing, or making the necessary arrangements for:

- a) issuing notices and taking minutes of general meetings and Board meetings,
- b) keeping the records and documents of the Club in accordance with the Act, including the register of Members,
- c) conducting the correspondence of the Club, and
- d) filing the annual report and making any other filings with the Registrar pursuant to the Act.

8.5 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary.

8.6 The Treasurer is responsible for doing, or making the necessary arrangements for:

- a) receiving and banking all monies received by the Club,
- b) keeping accounting records in respect of the Club's financial transactions,
- c) preparing the Club's financial statements, and
- d) making the Club's filings with respect to taxes.

8.7 The offices of Secretary and Treasurer may be held by a single Director, titled the Secretary-Treasurer.

Part 9 – Borrowing and Investment

9.1 The Club must not borrow money, or issue bonds, debentures, notes or other evidence of debt obligations, unless it is authorized to do so by Special Resolution.

9.2 The Board may invest the property of the Club in any form of property or security in which a prudent investor might invest, but must exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and needs of the Club.

9.3 1) A Director may without charge inspect a record of the Club that the Club is required to keep pursuant to section 20 of the Act.

2) A Member may without charge inspect a record that the Club is required to keep pursuant to section 20 of the Act.

3) The Board may by resolution restrict the Members' rights to inspect the register of Members, pursuant to section 25 of the Act.

4) A Member cannot inspect any other record of the Club except if permitted to do so by Board Resolution.

5) A person other than a Member or Director cannot inspect the records of the Club, except as required or permitted by Board Resolution, the Bylaws, the Act, or another statute.

9.4 The Board must determine, by Board Resolution, the:

- a) financial year of the Club, and
- b) signing officers of the Club, and their authority to sign contracts, documents, and other written instruments, or specific contracts, documents, or written instruments.

Part 10 – Auditor

10.1 This Part applies only where the Club is required or has resolved to have an auditor.

10.2 At each AGM the Club may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM, and determine the terms of engagement of the auditor, including whether the auditor will perform an audit, a review engagement, or another form of review.

10.3 An auditor may be removed by Ordinary Resolution.

10.4 An auditor must be promptly informed in writing of appointment or removal.

10.5 The auditor may attend general meetings.

10.6 The Board must fill all vacancies arising in the office of auditor between AGMs.

Part 11 – Special Funds

11.1 1) The Literary and Reserve Fund is continued.

2) The capital of the Literary and Reserve Fund must be made up of:

- a) The capital that was in that fund on the date these bylaws were adopted,
- b) Income from the sale of books and other publications of the Club, and
- c) Such other monies as may be decided by the Board.

3) The capital of the Literary and Reserve Fund must only be used as decided by Special Resolution, for the following purposes:

- a) The construction, operation, repair and maintenance of buildings and trails, and
- b) Publishing and distributing publications which advance the purposes of the Club.

4) A Special Resolution to spend capital from the Literary and Reserve Fund must clearly state the purpose of the expenditure and the amount to be spent.

5) Subject to bylaw 9.2, the capital of the Literary and Reserve Fund must be invested as decided by the Board.

6) Income from the Literary and Reserve Fund must be used as decided by the Board.

11.2 1) The Life Members' Fund is continued.

2) The capital of the Life Members' Fund must be made up of:

- a) Such capital as was in that fund on the date these bylaws were adopted,
- b) Dues paid by applicants for Life Membership under bylaw 2.2 (6), and

- c) Such other monies as may decided by the Board.
- 3) The capital of and income from the Life Members' Fund must only be used for the purpose of providing membership services to those members. Capital must otherwise not be withdrawn from the Life Members' Fund except as authorized by special resolution.
- 4) Subject to bylaw 9.2, the capital of the Life Members' Fund must be invested as decided by the Board.

11.3 The Club may by Special Resolution establish such other funds on such other terms and conditions as it deems fit.

Part 12 – Chapters

- 12.1**
- 1) The Club may enter into agreements with other organizations with similar purposes.
 - 2) An agreement pursuant to bylaw 12.1 (1) must be with an organization that:
 - a) Is geographically-based, and has a name,
 - b) Has not fewer than 25 members,
 - c) Has been operating for not fewer than two years,
 - d) Has an account with a credit union or bank, keeps financial records, and presents annual financial statements to its members,
 - e) Has sustainable structure, management and governance,
 - f) Need not be incorporated, and
 - g) Will for the term of the agreement identify itself as a Chapter of the Club.
 - 3) Every member of a Chapter must be a Chapter Member.
 - 4) A Member need not be a member of a Chapter, but may be a member of more than one Chapter.
 - 5) A Chapter and its directors must comply with the Constitution and Bylaws, the agreement between the Chapter and the Club, and any Board Resolution relating to the operation of Chapters.
 - 6) The annual membership dues of Chapter Members must be set pursuant to the agreement between the Club and the Chapter, and any portion of those dues that is money payable by the Club to the Chapter must be paid to the Chapter within 30 days.
 - 7) A Chapter must not pledge the credit of the Club, and the Club must not pledge the credit of a Chapter.
 - 8) Except as required by any agreement between the Club and a Chapter, a Chapter is not the agent of the Club, and the Club is not the agent of a Chapter.
- 12.2**
- 1) A Chapter must:
 - a) Have not fewer than three directors, elected annually,
 - b) Hold an annual general meeting of its members, and
 - c) Have reasonable procedures for its governance.
 - 2) The directors of a Chapter must manage the affairs of the Chapter, and meet not fewer than three times each year. Quorum at a meeting of the directors of a Chapter is a majority of them present.

3) A Chapter must:

- a) Keep minutes of meetings of its members and directors, and send them to the Club within 30 days,
- b) Organize events and activities for the benefit of its members, and
- c) Permit Members to participate in its activities.