

# FANNY BAY COMMUNITY ASSOCIATION

## BYLAWS

### Part 1 – Interpretation

1. In these bylaws, unless the context otherwise requires:
  - 1.1. “directors” means the directors of the Association for the “term” described below;
  - 1.2. “executive officers” mean directors of the society who are elected to the positions of President, Vice-President, Secretary and Treasurer.
  - 1.3. “financial year” begins January 1<sup>st</sup> and ends the following December 31<sup>st</sup>
  - 1.4. “ordinary resolution” means a resolution passed in a general meeting by the members of a society by a simple majority of votes cast in person
  - 1.5. “policies and procedures” means the policies and procedures which are congruent with an antecedent bylaw and adopted by the directors to regulate the day-to-day operations of the society.
  - 1.6. “Society Act” means the Society Act of Province of British Columbia from time to time in force and all amendments to it;
  - 1.7. “registered address” of a member means his address as recorded in the register of members;
  - 1.8. “special resolution” means a resolution passed in general meeting by a majority of not less than 75% of the votes of those members of a society who, being entitled to do so, vote in person
    - 1.8.1. provided that not less than 14 days’ notice has been given, specifying the intention to propose the resolution as a special resolution has been given, or
    - 1.8.2. if every member entitled to attend and vote at the meeting so agrees, at a meeting of which less than 14 days’ notice has been given.
  - 1.9. “special general meeting” (defined as an extraordinary general meeting in the Society Act) is a meeting of the general membership to deal with a particular issue
  - 1.10. “term” means the time between the annual general meeting and the immediate next annual general meeting;
  - 1.11. “officer term” means the time between the annual general meeting and the immediate next annual general meeting; or in the event that the executive officers or an executive officer is not elected at an annual general meeting, it means the time between the first meeting of the directors after the annual general meeting and the next annual general meeting
  - 1.12. The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
  - 1.13. Words importing the singular include the plural and visa versa; and words importing male person include a female person.

### Part 2 – Membership

2. Any person 16 years of age and over who has paid the required annual membership dues shall be a voting member.
  - 2.1. Any child of voting members less than 16 years of age is a non-voting member of the association.
3. Every voting and non-voting member shall uphold the constitution and comply with the bylaws, policies and procedures enacted by the directors.

- 3.1. All policies and procedures must be congruent with the “letter” and the “spirit” of the constitution and bylaws.
4. The amount of the annual membership dues shall be determined at the annual general meeting of the association and be published in the Association newsletter.
5. A person shall cease to be a member of the Association:
  - 5.1. By delivering his resignation in writing to the Secretary of the Association by mailing or delivering it to the address of the Association; or
  - 5.2. On his death; or
  - 5.3. On being expelled; or
  - 5.4. On being suspended by the directors (not being a member in good standing for a period of time prescribed by the directors).
6. A member may be expelled by a special resolution of the members passed at a general meeting.
  - 6.1. The notice of special resolution for expulsion shall include a brief statement of the reason or reasons for the proposed expulsion and shall accompany the agenda of the general meeting.
  - 6.2. The person or “a friend” of 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.
  - 6.3. Directors may cease to be directors without being expelled from the Association.
7. All members are in good standing except a member who has failed to pay his current annual membership fee or has been suspended by the directors (5.4).

### **Part 3 – Meetings of Members**

8. Meetings of the members of the Society may be of the following types:
  - 8.1. An annual general meeting which shall be held at least once a calendar year and not more than 15 months after holding the last preceding annual general meeting.
  - 8.2. Special (extraordinary) general meetings called either by the directors or a petition signed by 10% of the members of the society.
    - 8.2.1. The notice of a Special general meeting must state the special business to be dealt with at such a meeting and the meeting shall be limited to the business so stated.
  - 8.3. Regularly and specially scheduled meetings of the directors are called by the President.
    - 8.3.1. While other members of the Association may attend meetings of the directors they may only take part in such meetings at the invitation of the majority of the directors present.
  - 8.4. Standing or ad hoc committees of members struck by the directors to deal with designated issues.
9. General meetings of the Association (both annual and special)
  - 9.1. Shall be held at such time and place, in accordance with the Society Act and these bylaws, as the directors decide and be published in the Association newsletter 14 days prior to the date of the meeting.
10. Every general meeting, other than an annual general meeting is a special (extraordinary) general meeting to deal with the special business indicated in the notice of the meeting.
  - 10.1. Special business is:
    - 10.1.1. All business of a special (extraordinary) general meeting except the adoption of rules of order; and
    - 10.1.2. All business that is transacted at an annual general meeting except:

- 10.1.2.1. the consideration of the financial statements;
- 10.1.2.2. the report of the directors;
- 10.1.2.3. the report of the auditor, if any;
- 10.1.2.4. the election of officers;
- 10.1.2.5. the appointment of the auditor, if required; and
- 10.1.2.6. such other business as, under the 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.

#### 11. General meetings

- 11.1. Notice of a general meeting shall specify the place, the day and hour of the meeting, and in case of special business, the general nature of that business.
- 11.2. 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.

### **Part 4 – Proceedings at Meetings**

#### 12. Robert's Rules of Order shall govern procedures at all meetings of the Association.

- 12.1. The chairman of a meeting may move or propose a resolution
- 12.2. Voting at meetings
  - 12.2.1. A member in good standing present at a meeting of the members, the directors or a committee is entitled to one vote.
    - 12.2.1.1. Thus, in case of equality of votes, the chairman shall not have a casting or second vote in addition to the vote to which he is entitled as a member, and proposed resolution shall not pass.
  - 12.2.2. Voting is by show of hands, unless the members otherwise decide.
  - 12.2.3. Voting by proxy is not permitted.

#### 13. General Meetings (annual and special)

- 13.1. The President of the Association, the Vice-President or in the absence of both, one of the other directors present shall preside as chairman of a general meeting. In the absence of any directors, the members present shall choose one of their number to be the chairman.
- 13.2. A quorum shall be twelve members or such a greater number as required by the Society Act.
- 13.3. 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.
- 13.4. If within 30 minutes from the time appointed for a members' meeting a quorum is not present, the meeting 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.
- 13.5. If at any time during a general meeting there ceases to be a quorum, business then in progress shall be suspended until there is quorum present or until the meeting is adjourned or terminated.

#### 14. Adjourned general meetings.

- 14.1. If within 30 minutes from the time appointed for a members' meeting a quorum is not present, the meeting shall stand adjourned to 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.

- 14.2. 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.
  - 14.3. 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.
  - 14.4. Except as provided in this by-law, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.
15. Directors' Meetings
- 15.1. The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
    - 15.1.1. The quorum shall be a majority of the directors then in office.
    - 15.1.2. The president shall be chairman of all meetings of the directors,.
    - 15.1.3. A director may at any time request of a meeting of the directors, and providing a quorum is possible, the president shall call the required meeting
    - 15.1.4. The time and place of the regular monthly meetings of the directors shall be published in the Association newsletter.
  - 15.2. A newly appointed or elected director or directors shall be notified of the first meeting of the directors following their appointment or election but failure to notify such new directors shall not void the meeting, if a quorum is present.
  - 15.3. All directors not presenting a valid reason to the president for not attending a meeting of the directors prior to the date of the meeting shall attend the directors' meetings and directors absent without valid reasons may be requested to resign.
    - 15.3.1. The validity of a director's reason for missing a director's meeting shall be decided by the majority of the directors present at the meeting the director misses and shall be recorded in the minutes of the meeting.
      - 15.3.1.1. A director who is requested to resign as a director may contest the request at a general meeting of the membership.
  - 15.4. A resolution in writing, signed by a majority of directors, including at least two of the officers, and placed with the minutes of the directors' meeting is as valid and effective as if regularly passed at a meeting of the directors.
16. Any member of the association may attend a directors' meeting, but members other than directors may not participate in the meeting without an affirmative vote of the majority of the directors present.
- 16.1. Any member wishing to speak at a directors' meeting who is not a director should request permission from the Chair prior to the meeting.
17. Committee Meetings
- 17.1. The directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit and may name the committee.
  - 17.2. A committee so formed, in the exercise of the powers so delegated, shall conform to any rules that may from time to time be imposed on it by the directors, 'and shall report every act or thing done in exercise of those powers to the directors at the first directors' meeting following their taking of action.
  - 17.3. Subject to directions of the directors, the bylaws, policies and procedures, the

committee shall determine its own procedures.

17.4. The members of a committee may meet and adjourn as they think proper.

## **Part 5 - Directors and Officers**

18. The executive officers of the Association are the President, Vice-President, Secretary, and Treasurer.

18.1. The officers are directors and cease to be directors when they cease to be officers.

19. Including the executive officers, there shall be 12 directors or such other number as determined by the members at a general meeting.

19.1. The executive officers and other directors shall be elected at the annual general meeting for one term.

19.2. All directors must be a member of the Association and resident of the Fanny Bay Postal Area.

20. In the event that an executive officer position is not filled by election at an annual general meeting, at the first meeting of the directors after the annual general meeting, the directors shall elect one of their members to fill each executive position not filled at the annual general meeting and the director so elected shall fill the position until the next annual general meeting

21. Election procedures at the annual general meeting shall be determined at the preceding directors' meeting and be recorded in the minutes of that meeting.

22. In the event of an executive position becoming vacant, the directors at a duly called directors' meeting may elect a director to fill the vacancy.

22.1. A director elected to fill an executive position under bylaw 24 shall hold office until the next annual general meeting.

22.2. No act or proceeding of the directors is invalid only by reason of there being less than the number of directors the Society Act prescribes to be in office.

23. By special resolution, the directors may remove a director before the expiration of his term, and may elect a successor to serve to the next annual meeting.

23.1. Valid reasons for the removal of a director include

23.1.1. All directors not presenting a valid reason to the President prior to the dates of each meeting for not attending three consecutive meetings of the directors may be requested to resign.

23.2. The request for the resignation of a director may be made by any director in an ordinary resolution at any meeting following the achievement of the conditions mentioned in 23.1.1.

23.3. The resignation of the director is accepted upon the passage of the ordinary resolution and the President shall in writing inform the director in question by sending a letter to the members registered address.

24. No director or officer shall be remunerated for being or acting as a director or officer but a director or officer may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the society.

## **Part 6 - Duties of the Officers and Directors**

25. President

25.1. The president shall schedule and preside at all meetings of the Association and of the directors, unless the members or directors otherwise decide.

25.1.1. With the assistance of the Secretary, the President shall collect and create the agenda for all general meetings and all directors' meetings.

- 25.2. The president is the chief executive officer and spokesperson of the Association.
- 25.3. The president shall be responsible to the directors and membership for the administration of the affairs of the Association.
- 25.4. The President shall be an ex-officio member of all committees of the Association.
- 26. Vice-President
  - 26.1. The Vice-President shall assist the President and carry out the duties of the President during his absence.
- 27. Secretary
  - 27.1. Secretary shall:
    - 27.1.1. Conduct the correspondence of the Association;
    - 27.1.2. Issue notice of meetings of the Association and directors at the request of the President;
    - 27.1.3. Keep and circulate minutes of all meetings of the Association and directors;
    - 27.1.4. Have custody of all records and documents of the Association except those required to be kept by the treasurer; and
    - 27.1.5. Inform the editor of the Association newsletter of the proceedings of directors' meetings prior to the deadline for submitting information for the next issue of the newsletter
    - 27.1.6. Maintain the register of members.
- 28. Treasurer
  - 28.1. The Treasurer shall:
    - 28.1.1. Keep such financial records, including books of account, as are necessary to comply with the Society Act; and
    - 28.1.2. Render financial statements to the directors, members and others when required.
      - 28.1.2.1. Immediately inform the President and directors when financial crises occur
    - 28.1.3. Prepare a tentative budget which includes the amount of any Tax Requisition proposed for Operating Expenses, and outlines the projected amounts for the fiscal year for: utilities, insurance, services, supplies, maintenance and replacement, contingencies, etc., for the term following his term of office for presentation with his financial report at the annual general meeting.
- 29. The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.
- 30. Other officers, if any, shall perform such duties as the members decide.
- 31. The directors or members may add additional officers, or add additional duties to any director or officer or transfer duties among directors or officers.
- 32. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting:

**Part 7 - Financial**

- 33. The Treasurer shall be the sole custodian of the funds of the Association and he is responsible for establishing policies and procedures which ensures he promptly receives, retains and deposits all funds accruing to the Association.
  - 33.1. Included in this responsibility is the requirement that all ticketed events must have tickets

that are sold only from designated locations under the strict supervision of the Treasurer or his nominee.

- 33.2. Included in this responsibility is the requirement that when funds are transferred to the Treasurer or his nominee, they are counted by both the person presenting the funds and the Treasurer or his nominee, and that both parties shall sign a document which records the amount and the date of the transfer.
34. The Treasurer shall prepare a monthly Statement of Receipts, Expenditures, Account Balances and Investment Amounts and a copy of each such statement shall be filed with the minutes of the meetings of the Directors of the Association.
35. The Directors shall present to the annual General meeting for its approval a list of any proposed major capital projects, and the estimated cost of each.
  - 35.1. No fund raising or borrowing for a major capital expenditure or a major capital expenditure may be initiated prior to the presentation to and approval by a general meeting of the Association.

#### **Part 8 - Borrowing**

36. To carry out the purposes of the Association the members may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in such manner as they decide, and, in particular but without limiting the generality of the foregoing, by the issue of debentures.
37. A society must not issue a debenture unless the issuance of the debenture is authorized by a special resolution, which may confer a general power on the directors to issue debentures for a period of not longer than one year from the date the resolution is passed.

#### **Part 9 - Auditor**

38. At each annual general meeting of the Association the members shall approve the appointment of an auditor to hold office until the next annual general meeting.
39. No director and no employee of the Association shall be auditor.
40. The auditor shall attend annual general meetings and report when requested.

#### **Part 10 - Bylaws**

41. On being admitted to membership, each member, on request, is entitled to a copy of the Constitution and Bylaws of the Association, which the Association shall provide at cost.
42. These bylaws shall not be altered or added to except by special resolution.
43. The directors may from time to time adopt policies and procedures which are congruent with the "letter" and "spirit" of one or more of these bylaws to manage the day-to-day operation of the society.
  - 43.1. Policies and procedures are presented as ordinary resolutions and proceed through directors' meetings as outlined in the policy on Policymaking.
    - 43.1.1. Policies and procedures require a simple majority of the directors present at a directors' meeting for passage.
44. Any member has the right to challenge the congruency and validity of such policies and procedures.

**Resolutions approved at the Annual General Meeting of the members of the Fanny Bay Community Association on March 12, 1995 and specified to be appended to the Bylaws of the Association**

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MOTIONS PERTAINING TO THE MANAGEMENT OF FINANCES

1. Resolved that the Association shall appoint an auditor in the manner provided for in the Bylaws of the Association;
2. Resolved that the Treasurer shall prepare a monthly Statement of Receipts and Expenditures and that a copy of each such statement shall be filed with the minutes of the meetings of the Directors of the Association;
3. Resolved that the time and place for regular monthly meetings of the Directors shall be published in the community newsletter and that member shall be entitled to attend such meetings. Members wishing to speak at a meeting must obtain approval from chairperson before the meeting, unless the chair rules otherwise;
4. Resolved that the Treasurer shall report to the Annual General Meeting the amount of any Tax Requisition proposed for Operating Expense and outline the projected amounts for the fiscal year for: utilities, insurance, services, supplies, maintenance and replacement, contingencies, etc.;
5. Resolved that the Directors shall present to the Annual General Meeting for its approval a list of any proposed major capital projects and the estimated cost of each;
6. Resolved that a copy of these six resolutions shall henceforth be appended to copies of the Bylaws of the Association for the guidance of the Members and the Directors.