

# FANNY BAY COMMUNITY ASSOCIATION

## BYLAWS

### Part 1 – Definitions & Interpretation

1.1 In these bylaws:

“Societies Act” means the Societies Act of Province of British Columbia as amended from time to time;

“Association” means the Fanny Bay Community Association (FBCA);

“Board” means the Directors of the FBCA;

“child” means a person under 16 years of age;

“Directors” means the Directors of the Association for the “term” described below;

“term” means the time between the annual general meeting (AGM) and the immediate next AGM;

“executive officers” mean Directors of the Association who are elected to the positions of President, Vice-President, Secretary, and Treasurer;

“policies and procedures” means the policies and procedures which are congruent with these bylaws and adopted by the Directors to regulate the day-to-day operations of the Association;

“financial year” begins January 1<sup>st</sup> and ends the following December 31<sup>st</sup>;

“annual general meeting” (AGM) means a meeting of the general membership held once every calendar year to inform the membership of the past year’s activities, review the financial records, appoint auditors, elect Directors for the coming year, and put forward any special resolutions for consideration;

“general meeting” is a meeting of the general membership to deal with a particular issue;

“ordinary resolution” means a resolution passed in general and annual general meetings by a simple majority (50% +1) of the votes of those members of the Association who, being entitled to vote, do so in person.

“special resolution” means a resolution passed in general and annual general meetings by a majority of not less than 2/3 of the votes of those members of the Association who, being entitled to vote, do so in person. A special resolution is required when a resolution will have particular significance to the structure or ethics of the Association, e.g.:

- The constitution or bylaws of the Association are altered,
- A member is expelled from the Association,
- The Association wants to enter into a contract that may result in a conflict of interest for a Director,
- Other significant financial alterations to the Association, such as liquidation, sale of major assets, or leasing of assets.

1.2 Additional definitions in the Societies Act apply to these Bylaws

1.3 If there is a conflict between these Bylaws and the Societies Act, the Act overrules the Bylaws.

### Part 2 – Membership

2.1 Classes of Members

- 2.1.1 Voting members
  - a) Any person 16 years of age and over who has paid the required annual membership dues, and
  - b) Any person who has been granted a lifetime membership
- 2.1.2 Non-voting members
  - a) Any child of voting members
- 2.2 Every voting and non-voting member must uphold the constitution and comply with the bylaws, policies, and procedures enacted by the Directors.
  - 2.2.1 Any member has the right to request the Board to review any policy or procedure seen to be inappropriate and to receive a reply in a timely manner.
- 2.3 The amount of the annual membership dues, as recommended by the Board from time to time, must be presented to the members as an ordinary resolution at an AGM of the Association. Once confirmed, the dues must be posted in current Association communication formats.
- 2.4 A person ceases to be a member of the Association:
  - a) By failure to pay membership dues by March 31<sup>st</sup> of the current year, or
  - b) By delivering a written resignation to the Secretary of the Association, or
  - c) On being expelled.
- 2.5 A member may be expelled by a special resolution passed at a general meeting.
  - 2.5.1 The notice of special resolution for expulsion must include a brief statement of the reason or reasons for the proposed expulsion and shall accompany the agenda of the general meeting.
  - 2.5.2 The person or “a friend” chosen by the person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

## **Part 3 – Types of Meetings of Members**

- 3.1 Annual General Meeting
  - 3.1.1 An AGM must be held at least once a calendar year on a date decided by the Board.
  - 3.1.2 Election procedures for the AGM must be determined at the preceding Directors' meeting and be recorded in the minutes of that meeting.
  - 3.1.3 Ordinary business at an AGM is:
    - a) Adoption of rules of order,
    - b) Consideration of the financial statements,
    - c) Consideration of the Director and auditor reports,
    - d) Election or appointment of Directors,
    - e) Appointment of an auditor, and
    - f) Business arising out of a report of the Directors not requiring the passing of a special resolution.
  - 3.1.4 Special business at an AGM is any other business arising out of a report of the Directors which, according to the bylaws, requires passing of a special resolution.
- 3.2 General Meeting
  - 3.2.1 A general meeting may be called either by the Directors or as a result of a written request signed by 10% of the members of the Association to deal with a specific issue.

- 3.2.2 The notice of a general meeting must state the place, the day and hour of the meeting, and the nature of any special business to be dealt with at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business. This information must include the text of any special resolution to be considered by the membership.
- 3.2.3 Ordinary business at a general meeting is:
  - a) Adoption of rules of order, and
  - b) Consideration of any submitted reports relating to the specific issue under discussion.
- 3.3 AGMs and general meetings must be held at such time and place, in accordance with the Societies Act and these bylaws, as the Directors decide and must be posted in the current Association communication formats 14 days prior to the date of the meeting.
  - 3.3.1 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.
- 3.4 Standing or Ad Hoc Committee Meetings
  - 3.4.1 The Directors may delegate any, but not all, of their powers to committees and may name the committee.
    - 3.4.1.1 An Ad Hoc Committee is established for a specific task and ceases to exist when the job is done.
    - 3.4.1.2 A Standing Committee is established for a specific purpose and has an indefinite term of existence.
  - 3.4.2 All such committees must report to the Board through a Director liaison. The President must be updated on the decisions of all committees.
  - 3.4.3 Subject to directions of the Directors, the bylaws, and policies and procedures, each committee determines its own procedures.
  - 3.4.4 The members of a committee may meet and adjourn as they think appropriate.

## **Part 4 – Proceedings at AGMs and General Meetings**

- 4.1 Robert's Rules of Order govern proceedings.
  - 4.1.1 Voting
    - 4.1.1.1 A voting member is entitled to one vote.
    - 4.1.1.2 Voting is by show of hands, unless the members present otherwise decide.
    - 4.1.1.3 Voting by proxy is not permitted.
    - 4.1.1.4 A tied proposed resolution does not pass.
    - 4.1.1.5 The Chair must announce the outcome of each vote, and that outcome must be recorded in the minutes of the meeting.
- 4.2 Chair
  - 4.2.1 The President of the Association, the Vice-President, or in the absence of both, another Director present, presides as Chair. In the absence of any Directors, the members present choose a Chair.

4.2.2 The Chair of a meeting may, or, if so directed by the voting members present, must, adjourn the meeting. No business may be transacted at the continuation of the adjourned meeting other than the business left unfinished at the adjourned meeting.

#### 4.3 Quorum

4.3.1 A quorum is ten voting members.

4.3.2 No business, other than the election of a Chair and adjournment of the meeting, can be conducted at a meeting at a time when a quorum is not present.

4.3.3 If at any time during a meeting there ceases to be a quorum, business then in progress is suspended until there is a quorum present or until the meeting is adjourned and reconvened.

4.3.4 If within 30 minutes from the time set for holding a meeting, a quorum of voting members is not present,

a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

b) in any other case, the meeting stands adjourned until a date and time agreed by the members present, and if, at the reconvened meeting, a quorum is not present within 30 minutes from the time set for the meeting, the voting members present constitute a quorum.

#### 4.4 Reconvening Adjourned Meetings.

4.4.1 It is not necessary to give notice of a reconvened meeting or of the business to be transacted at such a meeting, except that when a meeting is adjourned for 30 days or more, notice must be given as in Bylaw 3.3.

4.4.2 No new items can be added to the agenda of the rescheduled meeting.

## Part 5 – Executive Officers and Directors

5.1 The Association must have no fewer than 3 and no more than 15 Directors, including the executive officers.

5.1.2 Nominations for new Directors must be received in writing by the Secretary not less than 21 days prior to the Annual General Meeting. Nominations will NOT be accepted from the floor.

5.2 The executive officers and other Directors are elected at the AGM for one term.

5.2.1 All Directors must:

a) Be 18 years of age or older,

b) Be a member of the Association,

c) Be a resident of the Fanny Bay Postal Area, and

d) Consent to the nomination or appointment in writing prior to the AGM.

5.2.2 A person is NOT qualified to be a Director if:

a) Found by the court to be incapable of managing their own affairs,

b) Convicted of an offense in connection with the promotion, formation, or management of a corporation or unincorporated entity, or convicted of an offense involving fraud; or

c) Is an undischarged bankrupt.

5.2.3 In the event that an executive officer position is not filled by election at an AGM, the Directors must appoint one of their members to fill each vacant executive position.

- 5.3 In the event of an executive officer position becoming vacant during the term, the Directors at a duly called Directors' meeting must appoint a Director to fill the vacancy for the remainder of the term.
- 5.4 In the event of a vacancy arising on the Board as a result of the resignation, death, or incapacity of a Director during the Director's term of office, the Board may appoint a member as a Director to fill the vacancy for the remainder of the term.
- 5.5 By resolution at a Directors' meeting, a Director may be removed before term expiration.
  - 5.5.1 Valid reasons for the removal of a Director include, but are not limited to:
    - a) Failure to act in the best interest of the Association and thereby failing to meet the fiduciary duties of a Director as outlined in the Societies Act, or
    - b) Failure to uphold the FBCA Directors' Code of Conduct, or
    - c) The behaviour of the Director is so obstructive or disruptive that it prevents the Board from functioning effectively.
  - 5.5.2 Removal of a Director from the Board does not remove their membership in the Association.
- 5.6 No Director or officer is remunerated for being or acting as a Director or officer, but a Director or officer is reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Association.

## **Part 6 – Directors' Meetings**

- 6.1 The Directors meet together in any manner to conduct business and regulate their meetings and proceedings as they see fit.
  - 6.1.1 The President, or designate, chairs all meetings of the Directors.
  - 6.1.2 The quorum is a majority of the Directors then in office.
  - 6.1.3 A Director may at any time request a meeting of the Directors, and providing a quorum is possible, the President or designate schedules the required meeting.
  - 6.1.4 The time and place of the regular monthly meetings of the Directors are posted in the current Association communication formats.
  - 6.1.5 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 the meeting.
  - 6.1.6 A resolution in writing, signed by a majority of Directors, including at least two of the executive officers, and placed with the minutes of a Directors' meeting is valid as if passed at a meeting of the Directors.
  - 6.1.7 In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary at the meeting
- 6.2 Any member of the Association is welcome to attend a Directors' meeting, however, members other than Directors cannot participate in the meeting.
- 6.3 Any member who is not a Director and who wishes to speak at a Directors' meeting must put their request in writing to the President to be included on the agenda of a future meeting.
- 6.4 A non-member wishing to bring a community proposal to the Board must provide a written submission to the President for consideration by the Board.

## **Part 7 - Duties of the Executive Officers and Directors**

- 7.1 President

- 7.1.1 The President schedules and presides at all AGMs, general, and Directors' meetings, unless a majority of members or Directors otherwise decide.
- 7.1.2 With the assistance of the Secretary, the President creates the agenda for all general meetings and all Directors' meetings.
- 7.1.3 The President is the chief executive officer and spokesperson of the Association.
- 7.1.4 The President is responsible to the Directors and membership for the administration of the affairs of the Association.
- 7.1.5 The President is an ex-officio member of all committees of the Association.
- 7.2 Vice-President
  - 7.2.1 The Vice-President assists the President and carries out the duties of the President if the President is unable to act.
- 7.3 Secretary
  - 7.3.1 The Secretary is responsible for doing, or making the necessary arrangements for, the following:
    - a) Issuing notices of AGMs, general, and Directors' meetings;
    - b) Taking and circulating minutes of AGMs, general, and Directors' meetings;
    - c) Keeping the records of the Association in accordance with the Societies Act;
    - d) Conducting the correspondence of the Association;
    - e) Holding an up-to-date register of members;
    - f) Filing the BC Societies Annual Report; and
    - g) Undertaking any other task outlined in the Secretary job description.
- 7.4 Treasurer
  - 7.4.1 The Treasurer is responsible for doing, or making the necessary arrangements for, the following:
    - a) Receiving and banking monies collected from the members or other sources, and paying invoices;
    - b) Keeping accounting records regarding the Association's financial transactions;
    - c) Preparing financial statements showing current assets, liabilities, equity, revenue, and expenses for presentation at regular Board meetings;
    - d) Preparing financial statements required for presentation at the AGM;
    - e) Making the Association's tax filings; and
    - f) Providing financial information to Directors in support of Association business.
- 7.5 Secretary-Treasurer
  - 7.5.1 The offices of Secretary and Treasurer may be held by one person.
- 7.6 The Directors may add additional officers, or add additional duties to any Director or officer, or transfer duties among Directors or officers.

## **Part 8 – Finances and Signing Authority**

- 8.1 The Association must be operated without the intent of gain for its members, and any profits must be used for fulfilling its purposes.

- 8.2 All Executive Officers, and any additional Director approved by the Board, have signing authority for Association funds.
- 8.2.1 A minimum of two Directors with signing authority is required to transfer, disburse, or commit Association funds. Approving online banking transactions and signing service contracts are included in these responsibilities.
- 8.3 The Treasurer must present to the members at each AGM:
- a) Financial statements for the preceding financial year, prepared in accordance with the requirements of the Societies Act,
  - b) The auditor's report, if any, on those financial statements, and
  - c) The projected operating revenue and expenses for the upcoming financial year.
- 8.4 The Board must present to the members at each AGM a list of any proposed major capital projects, and the estimated cost of each.
- 8.4.1 Fund raising for a major capital project cannot be initiated prior to approval of that capital project at an AGM.
- 8.5 Any borrowing of funds or issuance of securities must be pre-approved by a majority of members by special resolution.
- 8.6 In the event of the dissolution of the Association, funds and assets remaining after the satisfaction of its debts and liabilities must be given or transferred to one or more registered charity organizations in British Columbia with similar purpose, as determined by the members of the Association by special resolution.

## **Part 9 - Auditor**

- 9.1 A qualified and independent auditor must be appointed at each AGM, to hold office until the close of the next AGM.
- 9.2 The auditor has the right to attend and be heard at a general meeting on any business dealing with the financial statements of the Association.
- 9.3 A member of the Association may, by written notice received at least 7 days before the meeting, require the attendance of the auditor at a general meeting at which:
- a) the financial statements of the Association are to be considered, or
  - b) the auditor is to be appointed or removed.
- 9.4 If there is a vacancy in the office of auditor created by resignation, death, or otherwise other than by removal during term, the Directors may appoint an auditor to hold office until the close of the next AGM.
- 9.5 Removal of an auditor during a term must be done in accordance with the Societies Act. The Association must then appoint an auditor for the remainder of the term.

## **Part 10 - Bylaws**

- 10.1 The Constitution and Bylaws of the Association are available on the FBCA website.
- 10.2 These bylaws must not be altered or added to except by special resolution.