

CHEMAINUS RESIDENTS ASSOCIATION

BYLAWS

PART 1 – MEMBERSHIP

1.1 Eligibility

There shall be two classes of membership: Active and Associate.

1.1a Active

Every individual, subject to provisions herein contained, shall be eligible for Active membership in the Society upon:

- having a residential postal code of VOR IK,
- paying the membership fee set by the Board of Directors,
- who agrees to subscribe to the by-laws,

1.1b Associate

Every individual, subject to provisions herein contained, shall be eligible for Associate membership in the Society upon;

- paying the membership fee set by the Board of Directors
- who agrees to subscribe to the bylaws

1.1.c Membership in the Society shall be open to all, irrespective of race, sexual identity or creed.

1.2 Voting & Participation

1.2a Active members in good standing may participate in all activities of the Society, and have one vote at all General meetings of the Society.

1.2b Associate membership entitles the member to attend all General Meetings of the Society and participate in all functions of the Society. However, Associate members will not be permitted to hold a position on the elected Board of Directors nor vote at any meeting of the Society.

1.2c A member shall cease to be a member in good standing of the Society:

- on delivery of their written resignation
- on being expelled, as outlined in 1.2d, for:
 - (a) Failing to observe and conform to the rules, regulations and spirit of the Society, as set up by the Board of Directors, from time to time
 - (b) Conduct deemed to be detrimental to the well being of the Society
 - (c) On death

1.2d A member may be expelled by a resolution passed by a majority vote at a meeting of the Board of Directors. The notice of resolution for expulsion shall be accompanied by a statement of reason for the expulsion. The member who is the subject of the proposed resolution for the expulsion shall be given opportunity to be heard at the Board of Directors meeting prior to the resolution being put to a vote. Any person or persons expelled shall have the right of appeal within thirty (30) days from the date of expulsion. All appeals of the Society shall be heard by an arbitration board consisting of three(3) members, one appointed by the Board, one appointed by the Appellant, and, the third being acceptable to both parties.

1.3 Liability

Subject to the Society Act, the Society shall not be responsible for damages or injury or loss of

property to any member of the Society, regardless of the reason for such damage, loss or injury, and every member shall participate at his/her own risk.

PART 2 – OFFICERS AND DUTIES

2.1 Officers

2.1a Board Composition

The officers of the Society shall consist of an elected Board of Directors. The general management of the society shall be invested in the Board of Directors, consisting as a minimum of Chair, Vice Chair, Secretary, Treasurer. All Board positions shall be elected by the Board at its first meeting following the Annual General Meeting.

2.1b Election of Directors

Directors shall be elected at each Annual General Meeting and each Director shall be elected for a term not to exceed two years with half of the Board positions elected each year.

2.1c Additional Director Positions

The Board of Directors may, at its discretion, add by appointment not more than five (5) Directors to its number with full voting power, if the addition of such members is for the general good of the Society.

2.1d Board Vacancies

Any vacancy occurring in the Board of Directors may be ~~filled~~ appointed by the Board from Active members in good standing but, any member so appointed shall hold office only until the end of the term of office he/she has replaced.

2.1f Removal from Position

Any member of the Board of Directors may be removed for just cause by a Special Resolution passed by a seventy-five percent (75%) majority vote of the Active members at a General meeting.

2.1g Remuneration

An elected or appointed Board member may not receive remuneration for any duties performed for the Society.

2.2 Position Duties

2.2a Office of the Chair

- is charged with the general management and supervision of the affairs of the Society
- shall preside over and is responsible for the conduct of all meetings and shall act as chief officer of the Society
- shall have the power to call special meetings whenever deemed necessary
- shall, with at least one(1) other officer, appointed by the Board of Directors, have signing authority, to sign resolutions, cheques, and other appropriate documents as needed from time to time and

-shall prepare a report of the year's activities, to be presented at the AGM.

2.2b. Office of the Vice-Chair:

- is charged with the general management and supervision of the affairs of the Society in the event the Chair is not able
- shall preside over and is responsible for the conduct of all meetings and shall act as chief officer of the Society in the absence of the Chair
- shall have the power to call special meetings whenever deemed necessary
- shall assist the Chair in all his/her duties

2.2c. Office of the Secretary:

- shall attend all meetings of the Society for the purpose of recording the minutes of the Society, or, if unable to attend, provide for the taking of those minutes
- shall carry out the correspondence as deemed necessary by the Society and have it kept at the Society's physical address unless otherwise permitted by a majority vote of the Board of Directors
- shall keep the Chair informed of all urgent correspondence

2.2d. Office of the Treasurer:

- shall keep the accounts of the Society, pay all debts as approved by the Board of Directors, and shall keep all books of the Society at the Society's physical address, unless otherwise permitted by a majority vote of the Board of Directors
- shall prepare, for consideration of the Board of Directors, a monthly statement of receipts and expenditures
- shall deposit all monies to a properly designated account of the Society
- shall have control of funds.
- shall, from the books of the Society, prepare a financial year-end statement to be presented at the Annual General Meeting
- shall prepare all forms for filing with Registrar of Societies and send them within thirty (30) days of each Annual General Meeting

2.3 General Board Duties

2.3a Officers & Agents

The Board may, from time to time, appoint such other officers and Agents, or, authorize the employment of such persons, as they deem necessary to carry out the operations of the Society, and shall perform such duties as directed by the Board of Directors.

2.3b Society Records

The Board shall make the records and books of the Society available to be inspected by members of the Society at such time and place as the Board of Directors may name.

2.3c Liability of Directors

Subject to the Society Act, every member of the Board of Directors shall be indemnified and

saved harmless, out of the funds of the Society, from and against all costs, charges, and expenses which such Board members incur through any action, suit or proceedings which is brought while discharging the duties of his/her office, except for such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

PART 3 - MEETINGS

3.1 Location of Meetings

Board of Director meetings and Annual General Meetings shall be held within the boundaries of Chemainus in the Province of British Columbia, at the discretion of the Board of Directors based on a majority vote of the Board, providing a quorum is present for the transaction of the Society's business.

3.2 Board meetings

3.2a Notice of a meeting of the Board of Directors shall be delivered or telephoned to each Board member not less than two (2) days before the meeting is to take place

3.2b The Chair or his/her designate shall chair all meetings of the Board of Directors and a quorum shall be three (3) Board members present.

3.2c Questions arising at any meeting of the Board shall be decided by a majority vote.

3.2d The Board of Directors may conduct business and make decisions by electronic means when necessary.

3.3 Society Meetings

3.3a The quorum of any meeting of the Society shall consist of fifteen (15) members of the Society, at least three (3) of whom must be Board members.

3.3b All Active members of the Society shall have one (1) vote. The Board of Director Chair shall have a vote as a member, and, in the case of a split decision, shall not have an additional vote as the Chair.

3.3c Decisions shall be by majority vote, except where otherwise required by the Society Act.

3.3d Proxy votes shall not be permitted.

3.3e Any meeting of the Society may be adjourned at the discretion of the Board of Directors. No notice shall be required of any such adjournment and the meeting may be rescheduled to a mutually agreeable time and date.

3.3f Fourteen (14) days notice of an Annual General Meeting shall be made to each member in good standing of the Society. Non-receipt of such notice by any member shall not invalidate the proceedings or any resolution passed at such an Annual General Meeting.

3.3g Any Active member of the Society may request a Special Meeting of the Society to address a specific issue of interest to the petitioners. For Board consideration, the request must have the signatures of at least five (5) Active members. The Board shall then arrange a Special Meeting of Active members within thirty (30) days of the request and notify Active members no less than fourteen (14) days before the date of the meeting.

PART 4 – ALTERATIONS TO THE BYLAWS

4.1a A Notice of Motion to amend the bylaws must be forwarded in writing to the Board of Directors thirty (30) days prior to any General Meeting and copies of all such Notices of Motion shall be forward to each Society member in good standing fourteen (14) days prior to such General Meeting.

4.1b Bylaw's may be enacted, repealed, or amended at an Annual General Meeting or an Extra Ordinary Meeting called for that purpose, by at least seventy-five percent (75%) majority vote of all Active members present at the Annual or Extra Ordinary Meeting

4.1c In the enactment, repeal, or amendment of any bylaw, no such bylaw may be enforced or acted upon until the approval of the Registrar of Societies has been obtained.

PART 5 – FUNDS

5.1a All funds of the Society shall be deposited in such financial institution as may be designated by the Board of Directors.

5.1b All disbursements of funds of the Society shall be by cheque. Cheques shall be prepared by the Treasurer and shall be signed by no less than two elected Board Members.

5.1c The Board of Directors is empowered to make decisions on any single expenditure of funds without an authorization resolution.

5.1d For the purpose of carrying out the objectives of the Society, the Board of Directors may borrow, raise, or secure the payment of money in such a legal way as they deem fit and may secure repayment in such a manner as they shall see fit. No debenture shall be issued without the sanction of a Special Resolution