

  
CAROL PREST

## BYLAWS

Here set forth, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the Society Act and any other bylaws.

### Part 1 - Interpretation

- 1 (a) In these bylaws, unless the context otherwise requires,
- (i) "directors " means the Directors of the Association for the time being;
  - (ii) "Society Act. means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - (iii) "Regional District" means the Regional District of the Central Okanagan;
  - (iv) "Municipality" means the District Municipality of Lake Country; and
  - (v) "registered address" of a member means his/her address as recorded in the register of members.

(2)

(b) The definitions in the Society Act on the date these by-laws become effective apply to these by-laws.

2. Words importing the singular include the plural and vice-versa, and words importing a male person include a female person.

### Part 2 - Membership

3. The members of the Association are the applicants for incorporation of the Association, and those persons who subsequently have become members, in accordance with these by-laws and, in either case, have not ceased to be members.

4. The following conditions apply to persons seeking membership in the Association:

(a) the person has reached the full age of 18 years; and

(b) the person has been a resident or property owner in the Carr's Landing Neighbourhood Constituency for a minimum of three months prior to seeking membership.

5. Every member shall uphold the constitution and comply with these by-laws.

6. The amount of the first annual membership dues shall be \$10.00 per member and after that the annual membership dues shall be determined at the annual general meeting of the Association.

7. A person shall cease to be a member of the Association:

(a) by delivering his/her resignation in writing to the Secretary of the Association or by delivering his/her resignation to the address of the Association; or

(b) on his/her death; or

(c) on having been a member not in good standing for 12 consecutive months; or

(d) on disposing of his/her property within, and/or moving his/her residency out of, the Carr's Landing Neighbourhood Constituency.

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8. Members may not be expelled.
9. All members are in good standing except a member who has failed to pay the current annual membership dues.
10. Members have the following rights in the Association:
  - (a) to attend all general meetings;
  - (b) to vote on all resolutions at general meetings;
  - (c) to vote for the election of Directors at the annual general meeting;
  - (d) to volunteer to serve on any committees; and
  - (e) to stand for election as a Director.
11. No member shall have the right to vote or hold a position as a Director who is not a member in good standing.

### Part 3 - Meetings of Members

12. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
13. The Directors may, when they think fit, or at the written request of ten percent (10%) of the members, shall convene an extraordinary general meeting.
14. General meetings of the Association shall be held at the time and place, in accordance with the Society Act, that the Directors decide.
15.
  - (a) Notice of a general meeting shall specify the place, day and hour of the meeting. and in the case of special business, the general nature of that business. No special business other than that specified in the notice shall be conducted. Notice shall be publicly advertised in the local paper fourteen days in advance of the meeting and posted in the area for three consecutive days prior to the meeting.
  - (b) The accidental omission to give notice of a meeting to, or non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
  - (c) No special business shall be conducted at an extraordinary general meeting except the business as specified in the notice.

16. The first annual general meeting of the Association shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 - Proceedings at General Meetings.

17. Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business transacted at an annual general meeting, except:
  - (i) the adoption of rules of order;
  - (ii) the consideration of the financial statements;
  - (iii) the report of the directors;
  - (iv) the report of the auditor, if any;
  - (v) the election of directors;
  - (vi) the appointment of the auditor if required; and
  - (vii) the other business that, under these by-laws, 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.

18. (a) No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(b) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(c) A quorum is 10 members in good standing present or a greater number that the members may determine at a general meeting.

19. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it 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.

20. Subject to By-law 21, the Chair of the Association, the Secretary or Treasurer, or in their absence, one of the other directors present, shall preside as chair of a general meeting.

21. If at a general meeting,

{a) there is no Chair of the Association, Secretary, Treasurer or other director present within 15 minutes after the time appointed for holding the meeting; or  
(b) the Chair of the Association and all other directors present are unwilling to act as chair, the members present shall choose one of their number to be chair.

22. (a) A general meeting may be adjourned from 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.

(b) When a meeting is adjourned for 21 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(c) Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting

23. (a) No resolution proposed at a meeting need be seconded and the chair may move or propose a resolution.

(b) In the case of an equality of votes the chair shall not have a casting or second vote in addition to the vote which he/she may be entitled as a member and the proposed resolution shall not pass.

24. (a) A member in good standing present at a meeting is entitled to one vote.

(b) Voting is by show of hands.

(c) Voting by proxy is not permitted.

Part 5-Directors and Officers

25. (a) The Board of Directors in the inaugural year will consist of the officers and one or more other directors elected by the members at the inaugural. general meeting.
- (b) The officers of the Association shall be the:
- (i) chair;
  - (ii) secretary;
  - (iii) treasurer; and
  - (iv) recreation committee chair.
- (c) The number of directors including the officers shall not exceed 10 or a greater number determined from time to time at a general meeting,
- (d) The past chairman may serve in an ex-officio position on the Board of Directors and shall have a vote at meetings of the Board.
26. (a) The directors shall retire from office at each annual general meeting when their successors shall be elected.
- (b) Separate elections shall be held for each director.
- (c) An election of directors may be by acclamation, otherwise it shall be by ballot.
- (d) If no successor is elected, the person previously elected or appointed continues to hold office.
- (e) Directors shall not normally serve in office exceeding two consecutive years.
- (f) The officers of the Association shall be determined each year by the Directors, from among themselves, at the first directors' meeting following the annual general meeting.
- 27 (a) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (b) A director so appointed holds office until he/she retires from office at the next following annual general meeting of the Association, but is eligible for election at that meeting.
- 28 If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.

29. The members may by special resolution receiving a 75% majority vote at an extraordinary general meeting remove a director before the expiration of his/her term of office and may elect a successor to complete the term of office.

30. No director shall be remunerated for being a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Association

#### Part 6 - Proceedings of Directors

31. (a) The directors shall meet within thirty (30) days following each annual general meeting for the purpose of determining the officers of the Association and to establish the Recreation Standing Committee membership.

(b) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit.

(c) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.

d) The Chair shall chair all meetings of the directors, but if the chair is (not present within 30 minutes from the appointed time, the directors may choose one of their number to be chair of the meeting.

(e) A director may at any time, and the secretary on the request of a director shall, convene a meeting of directors with a minimum notice of five days.

32. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

33. (a) Questions arising at a meeting of the directors and of committees shall be decided by a majority of votes. Each director and member of a committee shall be entitled to one vote

(b) In case of an equality of votes, the chair does not have a second vote or casting vote and the question shall be defeated.

34. No resolution proposed at a meeting of directors or committee need be seconded and the chair of a meeting may move or propose a resolution.

35. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at meeting of directors.

36. (a) The directors may delegate any, but not all, of their powers to standing or *ad hoc* committees consisting of a director or directors and members as they think fit and may name the committee.

(b) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

(c) A standing committee for recreation shall be created following the annual general meeting; this standing committee shall be chaired by the recreation chair and shall have such members and directors as determined from time to time by the directors of the Association.

(d) The members of a committee may meet and adjourn as they think proper and subject to the directions of the directors, shall determine its own procedures.

(e) An *ad hoc* committee shall elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors and members present who are members of the committee shall choose one of their number to be chair of the meeting.

(f) No member shall be remunerated for being a committee member, but shall be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Association.



Part 7 - Duties of Officers/Directors

37. The chair of the Association shall preside at all meetings of the Association and of the directors and shall be responsible for presenting the report of the directors at the annual general meeting.
38. The Secretary shall be responsible for:
- (a) conducting the correspondence of the society;
  - (b) issuing notices for meetings of the Association and directors;
  - (c) keeping minutes of all meetings of the Association and directors;
  - (d) having custody of all records and documents of the Association except those required to be kept by the Treasurer; and
  - (e) maintaining the register of members.
39. The Treasurer shall be responsible for:
- (a) keeping the financial records, including books of account, necessary to comply with the Society Act;
  - (b) rendering financial statements to the directors, members and others when required; and
  - (c) placing funds received from annual dues and other activities into such banking accounts as necessary to operate the Association activities.
- Withdrawal documents from these accounts shall be signed by the Treasurer and one other officer.
40. The chair of the Recreation Committee shall be responsible for:
- (a) co-ordinating and planning recreation activities funded by the Association within the Carr's Landing Neighbourhood Constituency;
  - (b) co-ordinating and planning community parks and lake access in the Carr's Landing Neighbourhood Constituency with the appropriate staffs of the District Municipality of Lake Country, the Central Okanagan Regional District and other jurisdictions having authority; and
  - (c) co-signing with the Treasurer funds for recreational activities.
41. (a) The offices of secretary and treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- (b) When a secretary-treasurer holds office the total number of directors shall not be less than 5.

42. In the absence of the secretary from a meeting, the directors shall appoint another director or member to act as secretary at the meeting.
43. Other directors from time to time may be assigned responsibilities to chair *ad hoc* committees and to perform such duties as the members decide, including liaison with appropriate staffs of the District Municipality of Lake Country, the Central Okanagan Regional District or other government ministries, departments, agencies or corporations at the federal, provincial or municipal levels on appropriate matters within the purpose of the Association and affecting all or some of the localities within the Carr's Landing Neighbourhood Constituency.
44. No director(s) or member(s) may borrow money in the name of this Association. No debentures shall be issued without sanction of a special resolution.
45. The directors shall ensure that liability insurance is provided for the Association and activities sponsored by the Association.
46. After being admitted, a member is entitled to a copy of the Constitution and By-laws upon paying the sum of \$1.00.
47. No amendment shall be made to this constitution and the by-laws unless proposed in writing at a General Meeting, which amendment shall be referred to a special committee, who shall report at the next General Meeting, when it may be acted upon and adopted by 75% of the members present at the General Meeting.
1. The Association shall be carried on without purposes of gain for its members and any profits or other accretions to the Association shall be used for promoting its purpose. This clause is unalterable.
  2. Upon a winding up or dissolution of the Association, the funds and assets remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organizations concerned with the amenities

and community affairs in the area, as determined by members of the Association at that time. This clause is unalterable.