

SPROAT LAKE COMMUNITY ASSOCIATION

BYLAWS

Part 1: Interpretation

1. Except where they conflict with these Bylaws, the definitions in Part 1 of the Societies Act, SBC 2015, Ch. 18, on the date these Bylaws came into effect, apply to these Bylaws.
2. In these Bylaws, and the Constitution of the Society, unless the context otherwise requires:
 - a. “Address of the Society” means the address of the Society as filed from time to time with the Office of the Registrar;
 - b. “Board” means the Directors acting as authorized by the Constitution and these Bylaws in managing and supervising the management of the affairs of the Society and exercising the powers of the Society;
 - c. “Bylaws” means the bylaws of the Society as filed with the Office of the Registrar;
 - d. “Child” means a person under the age of 19 and who is a child of a Qualified Person whose permanent address is the same as that Qualified Person;
 - e. “Constitution” means the Constitution of the Society as filed with the Office of the Registrar;
 - f. “Directors” means those persons who have become Directors in accordance with these Bylaws and have not ceased to be Directors, and “Director” means any one of them;
 - g. “Executive Officers” means the President, Vice-President, Past President, Secretary and Treasurer of the Society;
 - h. “Extraordinary Expenditures” means any expense exceeding an amount as set from time to time by the Board by Ordinary Resolution;
 - i. “Long-term Renter” means a person who currently rents or leases and has rented or leased for a period of not less than the previous 6 continuous months;
 - j. “Meeting” means a meeting in which persons are entitled to participate in person or by telephone or other communications medium, as set out in the notice for the meeting;
 - k. “Member” means a member in good standing of the Society;
 - l. “Ordinary Resolution” means:

- i. A resolution passed at a General meeting by a simple majority of the votes cast by the Members entitled to vote at such a meeting;
 - ii. A resolution that has been submitted to all of the Members and consented to in writing by 2/3 of the Members who would have been entitled to vote on it in person at a General meeting; or
 - iii. If the Bylaws authorize voting by mail or other means of communication, a resolution passed by a simple majority of votes cast in accordance with these Bylaws.
- m. “Past President” means the President whose term immediately preceded that of the current President;
- n. “President” means a Director elected to the Office of President in accordance with these Bylaws;
- o. “Qualified Person” means any person who pays taxes in respect of, or who is a Long-term Renter of, or the Spouse or Child of either of the foregoing, any residential property within Area D of the Alberni Clayoquot Regional District;
- p. “Registered Address” of a Director means the address of that person as recorded in the Register of Directors;
- q. “Registrar” means the Registrar of Companies under Section 400 of the Business Corporations Act;
- r. “Secretary” means a person elected to the Office of Secretary in accordance with these Bylaws;
- s. “Society” means the Sproat Lake Community Association;
- t. “Special Resolution” means:
 - i. A resolution passed at a general meeting by at least 2/3 of the votes cast by the Members;
 - ii. A resolution consented to in writing by all of the Members; or
 - iii. If the Bylaws authorize voting by mail or other means of communication, a resolution passed by at least 2/3 of the votes cast in accordance with the Bylaws.
- u. “Treasurer” means a person elected to the Office of Treasurer in accordance with these Bylaws;

- v. “Vice-President” means a person elected to the Office of Vice-President in accordance with these Bylaws.

Part 2: Membership

1. Any Qualified Person may apply to the Board for membership in the Society, and the person becomes a Member on the Board’s acceptance of that application and payment of any membership dues.
2. Annual membership dues shall be determined from year to year by the Board and are due on or before each AGM. A member shall be deemed to be not in good standing for failure to pay membership dues as required and shall be disqualified from voting at any meeting.
3. A person’s membership in the Society is automatically terminated if the person is not in good standing for 6 consecutive months unless specifically waived by the President.
4. Every Member shall cooperate fully with the purpose of the Society and uphold the Constitution and comply with these Bylaws and all other applicable rules and regulations of the Society.
5. All Officers and Directors shall be members of the Society.

Part 3: Meetings of the Society

1. A Director in good standing shall be entitled to receive notice of, attend and vote at all meetings of the Society.
2. General Meetings of the Society shall be held in accordance with the Societies Act at the time and place decided by the Directors.
3. Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
4. The Board may, whenever it thinks fit, convene a General Meeting.
5. A General Meeting may be called by the Secretary when requisitioned to do so by at least five members of the Society in accordance with the Societies Act.
6. All Members age 19 or older and in good standing shall be entitled to receive notice of, attend and vote at each General Meeting.
7. The Society shall give not less than 14 days notice of a General Meeting to the members entitled to receive notice; but those members may waive the period of notice or reduce it

by consent. Notice may be given to members by email or by posting it on the Society's web page.

8. 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.
9. The accidental omission to give notice of a General Meeting to, or the non-receipt by, any of the members entitled to receive notice does not invalidate proceedings at the meeting.
10. A Member who is unable to attend a meeting or meetings may waive notice of those meetings by informing the Secretary and, until the waiver is withdrawn:
 - a. A notice of meeting is not required to be sent to that Member; and
 - b. Any and all meetings of the Board, notice of which has not been given to that Member, if a quorum of the Members is present, are valid and effective.
11. An Annual General Meeting must be held at least once in every calendar year and not more than 15 months after the holding of the preceding Annual General Meeting.

Part 4: Proceedings at General Meetings

1. Special Business is:
 - a. all business at an Extraordinary General Meeting except the adoption of Rules of Order;
 - b. all business at an Annual General Meeting except:
 - i. the adoption of Rules of Order;
 - ii. consideration of the financial statements;
 - iii. consideration of the report of the Directors;
 - iv. consideration of the report of the Auditor;
 - v. the election of the Directors;
 - vi. the appointment of the Auditor if required by these Bylaws; and
 - vii. such other business that under these Bylaws, or the Societies Act, ought to be transacted at an Annual General Meeting or business which is brought under consideration by the report of the Directors if the report was issued with the notice of the meeting.

2. Business, other than the election of a President and the adjournment or termination of the meeting, must not be conducted at a General Meeting at a time when a quorum is not present.
3. If at any time during a General Meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
4. A quorum for a General Meeting is at least 50% of the current Directors and at least 15 Members.
5. If within 30 minutes from the time appointed for a General Meeting a quorum is not present, the meeting must be terminated, but in any other case, it must stand adjourned to the same day the following 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.
6. The President of the Society, the Vice-President or, in the absence of both, one of the other Directors present, shall preside as Chair of a General Meeting.
7. If at a General Meeting there is no President, Vice-President or other Director present within 15 minutes after the time appointed for holding the meeting, or the President and all of the other Directors present are unwilling to act as the Chair, the members present must choose one of their number to be the Chair.
8. A General Meeting may be adjourned from time to time and 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.
9. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
10. Except as provided in these Bylaws, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned General Meeting.
11. A resolution proposed at a meeting need not be seconded and the President of a meeting may move or propose a resolution.
12. Any issue at a General Meeting which is not required by these Bylaws or the Societies Act to be decided by a Special Resolution shall be decided by an Ordinary Resolution.
13. A Member in good standing at a meeting is entitled to one vote.

14. Voting shall be by a show of hands except as otherwise allowed by these Bylaws.
15. Voting by proxy is permitted from time to time if approved by ordinary resolution of the Board.
16. In the case of a tie vote, the President has a second vote in addition to the vote to which he or she may be entitled as a Director.

Part 5: Directors and Officers

17. The property and affairs of the Society shall be managed by the Board.
18. The President, Vice-President, Secretary and Treasurer and one or more other persons are the Directors of the Society.
19. The number of Directors shall be a minimum of 3 and a maximum of 11, one of whom shall be the Past President, or such greater number as may be determined from time to time by a resolution of the Members at a General Meeting.
20. Elections for Directors shall be held at the Annual General Meeting and the term of office of the President shall be two years and the other elected Directors shall be one year;
21. In elections where there are more candidates than vacant positions for Directors, an election shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.
22. In the event of a tie vote, the President shall determine the winner by chance.
23. No member shall vote for more directors than the number of vacant positions for Directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.
24. Every Director serving a term of office shall retire from office at the close of the Annual General Meeting in the year in which his or her term expires; but if no successor is elected and the result is that the number of Directors would fall below five, the person previously elected as a director shall continue to hold office until such time as successor Directors are elected.
25. No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of Directors in office.
26. A person shall cease to be a Director of the Society:

- a. upon the date which is the later of the date of delivering his or her resignation in writing to the Secretary or to the address of the Society and the effective date of resignation stated in it;
 - b. upon his or her death;
 - c. upon ceasing to meet the qualifications of a Director; or
 - d. upon being expelled pursuant to these Bylaws.
27. All Directors are in good standing and entitled to all of the rights and privileges of a Director except a Director who is under suspension.
28. The Board may suspend or expel a Director by Special Resolution for:
- a. failing to attend three regular meetings of the Board within a twelve month period;
 - b. conduct, which in the discretion of the Board, is improper or unbecoming for a Member of the Society;
 - c. is likely to endanger the interests, purposes or reputation of the Society;
 - d. is in violation of the basis and principles set out in the Constitution of the Society;
- or
- e. is in breach of these Bylaws.
29. If a Director ceases to hold office the remaining Directors may appoint a person to take the place of the former Director.
30. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such from any business or affairs of the Society; provided that a Director may be paid reasonable expenses incurred by them in the performance of their duties.

Part 6: Proceedings of the Board

- 1. A meeting of the Board may be held at any time and place determined by the Board.
- 2. 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 in office at the time when the meeting convenes.
- 3. A Director may at any time make a request through the Secretary to convene a meeting of the Board which must then schedule a meeting at the earliest convenient date.

Part 7: Committees

1. The Board may delegate any, but not all, of its powers to committees which shall consist of a Director or Directors and such members as the Board may think fit.
2. A Committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board directs.
3. A Committee shall elect a Chair of its meetings; but if no chair is elected, or if at any meeting the Chair is not present at the time appointed for holding the meeting, the Directors present who are members of the Committee shall choose one of their number to chair the meeting.
4. The members of a Committee may meet and adjourn as they think proper and meetings of committees shall be governed, with any necessary changes, by the rules set out in these bylaws governing proceedings of the Board.
5. There shall be an Executive Committee consisting of the officers of the Society. A majority of the officers shall constitute a quorum. Subject to the control of the Board, the Executive Committee shall have the power to transact all business of the Society in the interim between meetings of the Board, but shall not have the power to enact matters of policy or to approve Extraordinary Expenditures. Minutes of each meeting of the Executive Committee shall be submitted to the next meeting of the Board.
6. The Board may create such standing and special committees, ad hoc committees or task forces as may from time to time be required. Any such committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by a Board resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

Part 8: Duties of Officers

1. Executive Officers shall be elected at the first regular meeting of the Board following the Annual General Meeting who each shall hold office until the first meeting of the Board after the next following Annual General Meeting.
2. A vacancy occurring in the Executive Officers shall be filled for the unexpired term by the Directors.
3. The Board may remove officers by Special Resolution.
4. All cheques, bills of exchange, promissory notes or other negotiable instruments shall be signed on behalf of the Society by the Treasurer and such other Officer or Officers as shall be determined by the Board.
5. The President shall:
 - a. preside as chair at all meetings of the Society;
 - b. supervise the other officers in the execution of their duties;
 - c. ensure that the Board meets all legal and moral responsibilities;
 - d. oversee planning and goal setting; and
 - e. serves as the Board's official spokesperson.
6. The Vice-President shall, in the absence of the President, possess all of the powers and perform all of the duties of the President. The Vice-President shall have such other duties and powers as the Board may specify.
7. The Secretary shall:
 - a. issue notices of meetings of the Society and the Board;
 - b. keep minutes of all meetings of the Society and the Board;
 - c. keep custody of all records and documents of the Society;
 - d. keep custody of the common seal of the Society;
 - e. maintain the Register of Directors; and
 - f. conduct the correspondence of the Society.
8. The Treasurer shall:
 - a. Keep such financial records, reports and returns including books of account as are necessary to comply with the *Societies Act* and the *Income Tax Act*; and
 - b. Render the financial statements to the Directors and others as required.
9. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

10. In the absence of the Secretary from a meeting, the Directors must appoint another person to act as secretary at the meeting.

Part 9: Borrowing

1. In order to carry out the purposes of the Society, the Board may on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees and by issue of debentures.
2. The Board shall have the power to make expenditures and loans whether or not secured or interest bearing for the purpose of furthering the purposes of the Society. The Board shall also have the power to enter into trust arrangements or contracts on behalf of the Society for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Society, or assumed by the Society in expectation of such donations, bequests, advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.
3. The Board shall take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, loans, contracts, agreements or benefits with the objective of furthering the purposes of the Society. The Board in its sole and absolute discretion may refuse to accept any of those.
4. A Director shall not be personally liable for any loss which may result from any investment of funds made by the Society.

Part 10: Auditor

1. This Part applies only where the Society is required or has resolved to have an auditor.
2. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the Office of Auditor.
3. At each Annual General Meeting the Society shall appoint an auditor to hold office until they are re-elected or their successor is elected at the next Annual General Meeting in accordance with the procedures set out in the *Societies Act*.
4. An auditor may be removed by ordinary resolution in accordance with the procedures set out in the *Societies Act*.

5. An auditor shall be promptly informed in writing of appointment or removal.
6. No Director, Officer or employee of the Society shall be auditor.
7. The auditor may attend General Meetings.

Part 11: Notices

1. A notice may be given to a Director either personally or by electronic or regular mail, to the Director's registered address or the Director's electronic mail address, as recorded in the Society's records.
2. A notice sent by regular mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by electronic mail shall be deemed to be given as soon as receipt confirmation is generated which shall be retained.
3. Notice of a General Meeting must be given to every Director shown on the Register of Directors on the day the notice is given.
4. Notice of a General Meeting shall also be given to the auditor if one is appointed under these Bylaws.

Part 12: Indemnification

1. Subject to the provisions of the *Societies Act*, every Director or officer who has properly undertaken or is about to undertake any liability on behalf of the Society or any society controlled by it and their heirs, executors, administrators or personal representatives respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:
 - a. all costs, charges and expenses whatsoever which such Director or officer actually and reasonably sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office or in respect of any such liability; and

- b. all other costs, charges and expenses which they actually and reasonably sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.
- provided that:
 - a. the Director or officer acted honestly and in good faith with a view to the best interests of the Society; and
 - b. In the case of criminal or administrative proceedings, the Director or officer had reasonable grounds for believing that their conduct was lawful.
- 2. The Society may purchase and maintain insurance for the benefit of the Directors and officers against personal liability incurred by them.

Part 13: Dispute Resolution

- 1. Should the Society or a Director not be able to resolve a claim or controversy arising out of these Bylaws, or in respect of any legal relationship associated with it or from it, through consultation and negotiation in good faith, any party may request a mediation.
- 2. All disputes remaining unsettled after mediation shall be resolved by arbitration in accordance with the *Arbitration Act*, RSBC 1995, c.55.
- 3. The date and place of any mediation or arbitration shall be mutually agreed by the Society and the Director. In the absence of such agreement the date and place shall be set by the mediator or arbitrator. The parties shall bear the costs of any mediation or arbitration equally.
- 4. Either party may obtain injunctive relief to enforce or preserve its rights or restrain any further violation or threatened violation of any restrictions or agreements contained herein for which monetary damages are not an adequate remedy until such rights can be pursued through mediation or arbitration.

Part 14: Miscellaneous

- 1. The Society shall be carried on without purpose of gain for its members, and no part of any income of the Society shall be payable or otherwise available for the personal benefit of the members and any profits or other accretions to the Society shall be used for promoting its purposes.

2. The fiscal year for the Society shall be from the first day of March to the last day of February in each year.
3. The Society shall not dispose of its assets to a member of the Society without receiving full and valuable consideration.
4. Upon wind-up or dissolution of the Society that assets remaining after the payment of all costs, charges and expenses properly incurred in the wind-up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any other debts of the Society, shall be distributed to a charitable organization (or organizations) in Canada registered under the provisions of the *Income Tax Act*, which shall be designated by the Board of Directors.
5. The Society shall carry on works exclusively for the benefit of its members.
6. Any meeting of the Society, the Board or any committee may also be held, or any member may participate in any meeting of the Society, the Board or any committee, by conference call or similar communication equipment or device so long as all the members participating in the meeting can hear and respond to one another. All members participating in any meeting shall be deemed to be present in person at the stated location of the meeting and shall be entitled to vote by voice vote recorded by the Secretary.
7. The Society shall have the right to subscribe to, become a member of and to cooperate with any other society, corporation or Society whose purposes or objectives are in whole or in part similar to the Society's purposes and objectives.

Part 16: Seal

1. The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
2. The common seal must be affixed only when authorized by a resolution of the Board and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the President and Secretary or President and Secretary-Treasurer.

Part 17: Bylaws

3. On being admitted to the Board, each Director is entitled to, and the Society must give the Director without charge, a copy of the Constitution and Bylaws of the Society.
4. These Bylaws must not be altered or added to except by Special Resolution.