

Victoria West Community Association

2. STATEMENT OF PURPOSES

1. To promote community vision, awareness and pride, and to encourage the participation of Vic West residents in community projects and events;
2. To facilitate the community having influence on decisions affecting its future;
3. To advocate for and facilitate participation by Vic West residents with developers, municipal agencies and other bodies concerning land use proposals, developments and public projects within Vic West;
4. To provide information on and raise awareness of issues that affect the community and its future;
5. To identify community needs and provide a forum for community members to raise issues of potential concern to the community; and,
6. To engage members of the community as active participants in their community association

BYLAWS

PART 1 – INTERPRETATION

- 1) In these bylaws, unless the context otherwise requires:
 - a) "Society" means the Victoria West Community Association;
 - b) "directors" means the directors of the society for the time being;
 - c) "ordinary resolution" means:
 - i. a resolution passed in a general meeting by the members of a society by simple majority of the votes cast in person; or,
 - ii. a resolution that has been submitted to the members of a society and consented to in writing by 75% of the members who would have been entitled to vote on it in person at a general meeting of the society; and a resolution so consented to will be deemed to be an ordinary resolution passed at a general meeting of the society.
 - d) "Registered address" of a member means his address as recorded in the register of members.
 - e) "special resolution" means:
 - i. a resolution voted in person and passed in general meeting by a majority of not less than 75% of the votes of association members who are entitled to vote:
 - (1) of which not less than 14 days notice, specifying the intention to propose the resolution as a special resolution, has been given; or
 - (2) if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given,
 - ii. a resolution consented to in writing by every member the association who would have been entitled to vote in person at a general meeting of the society; and a resolution so consented to will be deemed to be a special resolution passed at a general meeting of the society.
 - f) "Meetings" means the following:
 - i. "general meeting" is the periodic business meeting of the membership referred to Part 3 of these bylaws; and

- ii. “director’s meeting” is a meeting of directors to manage and administer the affairs of the association as referred to in Part 6 of these bylaws.
- 2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
- 3) Words importing the singular number of the masculine gender will include the plural number or the feminine gender, as the case may be, or visa versa; and references persons will include firms, corporations and societies.

PART 2 - MEMBERSHIP

- 4) Membership in the society is open to any resident of Victoria West who is of legal age and who is interested in the purposes of the society. A person may apply to the directors for membership in the society and upon acceptance by the directors will be a member.
- 5) Non-residents who own property, or who own or operate a business in Victoria West and who are interested in the purposes of the society, may apply to the directors for a membership in the society. If the directors are of the opinion that the applicant is interested in the purposes of the society, the directors may admit the person as a member of the society upon payment of the annual fee, providing that the number of such members will not exceed 15% of the total membership. Only one membership will be accepted per business.
- 6) Every member will uphold the constitution and comply with these bylaws.
- 7) The amount of the annual membership dues will be determined at the annual general meeting of the society. Fees will be due on January 1st of each year.
- 8) A person will cease to be a member of the society:
 - a) by delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society; such resignation shall be effective as soon as received by the society;
 - b) on his death or in the case of a corporation on dissolution;
 - c) on being expelled; or on having been a member not in good standing for 12 consecutive months; and,
 - d) when mail delivered to the address recorded in the register of members is returned as undeliverable.
- 9) Membership expulsion will be as follows:
 - a) a member may be expelled by a resolution of the directors passed at the properly convened meeting of the board;
 - b) the notice to the member of the resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion; and
 - c) the person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the directors meeting before the resolution is put to a vote.

- 10) Any member who withdraws, or is expelled from, the society will forthwith forfeit all right, claim and interest arising from, or associated with, membership in the society.
- 11) All members are in good standing except a member who has failed to pay his current, annual membership fee before March 31st of each year or any other subscription or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid. Members may be reinstated to members in good standing by payment of the annual dues at any time during the year.
- 12) A member who moves out of the Victoria West community will remain a member for the duration of that calendar year and may, subsequently, apply to retain membership as set out in bylaw 4) and 5).
- 13) Subject to bylaw 10, all members in good standing will be entitled to full and customary voting privileges.
- 14) To be eligible to vote on a resolution members must have belonged to the Victoria West Community Association for a minimum of 60 days prior to the date of the vote, and be members in good standing.

PART 3 - MEETINGS OF MEMBERS

- 15) The annual general meeting of the society must be held at least once in every calendar year and not more than 15 months after the adjournment of the previous annual meeting.
- 16) Every general meeting, other than an annual general meeting, is an extraordinary general meeting. The directors may, when they think fit, convene an extraordinary general meeting.
- 17) General meetings, of the society will be held at the time and place that the directors decide in accordance with the Society Act.
- 18) The directors on requisition of 10% or more of the voting members of the society must convene an extraordinary general meeting of the Association without delay.
- 19) The requisition may consist of several documents in similar form each signed by one or more requisitionists and must:
 - a) state the purpose of the general meeting;
 - b) be signed by the requisitionists; and,
 - c) be delivered or sent by registered mail to the address of the Association.
- 20) Notice of a general meeting will:
 - a) specify the place, day and hour of meeting, and:
 - i. in case of special business, the general nature of that business; and,
 - ii. if applicable, the intention to propose a resolution as a special resolution.
 - b) be given to the membership at least 14 days prior to the meeting.
- 21) The accidental omission to give notice of a general 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 GENERAL MEETINGS

22) 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 election of directors;
 - v. the other business that, under these 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.

23) Business, other than the election of a chair 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.

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

25) A quorum for the transaction of business at any general meeting of members will consist of 10% of full members of the association, to include five members of the Board of Directors of which two are Executive members.

26) 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, must be terminated. In any other case, the meeting must 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.

27) Subject to bylaw 28, the president of the society, the vice-president, or in the absence of both, one of the other directors present must preside as chair of a general meeting.

28) If at a general meeting:

- a) There is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
- b) the president and all the other directors present are unwilling to act chair,

the members present will choose one of their number to be chair.

29) Resolutions proposed at a general meeting need not be seconded and the chair of a meeting may move or propose a resolution.

30) Voting at general meetings will be conducted as follows:

- a) in accordance with bylaw 14) a member in good standing present at a meeting of members is entitled to one vote;
- b) in the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she is entitled as a member, and the proposed resolution does not pass;
- c) voting is by show of hands; or by ballot if any member requests a secret ballot; and,
- d) voting by proxy is not permitted.

PART 5 - DIRECTORS AND OFFICERS

- 31) The affairs of the society will be managed by a board of directors composed of not less than five and not more than 12, or a greater number determined from time to time at a general meeting. All members in good standing will be eligible to be elected or appointed to be directors.
- 32) The president, vice-president, secretary, treasurer will be the officers of the society and will form the Executive Committee.
- 33) The officers and one or more other persons will be the directors of the society.
- 34) Election of directors and officers will be held at the annual general meeting and any member in good standing during the 60 days preceding the annual general meeting will be eligible for election as director or officer.
- 35) Elections of directors and officers will be conducted in the following manner:
- a) nominations for directors and officers may be made from the floor of the annual general meeting, providing that:
 - i. the nomination is made by a member in good standing and is endorsed by one other member in good standing; and
 - (1) the nominee is a member in good standing, and:
 - (2) is present in person and states a willingness to stand for election, or
 - (3) has provided in writing a willingness to stand for election;
 - b) the directors must retire from office at each annual general meeting when their successors are elected;
 - c) separate elections must be held for each office to be filled;
 - d) an election may be by acclamation; otherwise it must be by ballot; and,
 - e) if a successor is not elected, the person previously elected or appointed continues to hold office.
- 36) The directors may at any time, and from time to time, appoint a member to fill a vacancy in the directors.
- 37) A director appointed in accordance with bylaw 36) holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.

- 38) If a director resigns his office or otherwise ceases to hold office, the remaining directors will appoint a member to take the place of the former director.
- 39) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 40) The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
- 41) No director will be remunerated for being or acting as a director, but a director will be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the society.

PART 6 - PROCEEDINGS and MEETINGS OF DIRECTORS

- 42)The directors will meet in accordance with the following practices:
- a) the directors will meet as a board, at least seven times during a year, at the places they determine to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit;
 - b) the secretary will notify directors as to the time and place of director's meetings, giving at least three days notice;
 - c) the directors may from time to time fix the quorum necessary to conduct business, and unless so fixed, the quorum will be a majority of the directors then in office;
 - d) the president will be chair of all director's meetings , but if at a meeting the president is not present within 15 minutes after the time appointed for holding the meeting, the vice-president will act as chair; but if neither is present the directors present may choose one of their number to be chair at that meeting; and.
 - e) the secretary, on request of a minimum of three directors, may at anytime convene a director's meeting.
 - (f) the secretary will notify members as to the time, place and agenda for the regular monthly director's meetings, giving at least three days notice.
- 43)The directors may delegate any, but not all, of their powers to committees consisting of a director or directors as they think fit.
- 44)A committee so formed in the exercise of the powers outlined in bylaw 43) will conform to any rules imposed on it by the directors and will report every act performed in exercise of those powers to the earliest meeting of the directors to be held after it has been done.
- 45)Committee chairs will be elected at the Annual General Meeting or appointed by the directors at their discretion in the case of a vacancy or ad hoc committee. If at a meeting the chair of a committee is not present within 15 minutes after the time appointed for holding the meeting, the directors present who are members of the committee will choose one of their number to be chair of the meeting.
- 46)The members of a committee may meet and adjourn as they think proper.
- 47)Questions arising at a director's meeting and committee of directors will be decided by a majority of votes.

- 48) Notwithstanding bylaw 47), In the case of a tie vote, the chair does not have a casting or second vote in addition the vote to which he or she may be entitled as a director, and the proposed resolution does not pass.
- 49) A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may propose a resolution.
- 50) 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 a director's meeting.

PART 7 - DUTIES OF OFFICERS

51)The president:

- a) presides at all meetings of the society and of the directors;
- b) is the chief executive officer of the society and must supervise the other directors in the execution of their duties; and,
- c) is the spokesperson for the board of directors and the society.

52)The vice president must carry out the duties of the president during the president's absence.

53)The secretary must do the following:

- a) conduct the correspondence of the society;
- b) issue notices of meetings if the society and directors;
- c) keep minutes of all meetings of the society and directors;
- d) have custody of all records and documents of the society except those required to be kept by the treasurer;
- e) have custody of the common seal of the society; and,
- f) maintain the register of members.

54)The treasurer must:

- a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and,
- b) render financial statements to the directors, members and others when required.

55)The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

56)If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under the bylaw 31).

57)In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

58)Signing officers of the society will be the treasurer and at least one of the other officers of the Association.

PART 8 - BORROWING

- 59) In order to carry out the purposes of the society, the directors may on behalf of and in the name of the society may enter into a contract and raise or secure the payment or repayment of money in the manner they decide, and in particular but without limiting the foregoing, by the issue of debentures.
- 60) No debenture will be issued without the sanction of a special resolution.
- 61) The members may by special resolution restrict the borrowing powers of the directors but a restriction imposed expires at the next annual general meeting.

PART 9 - NOTICE TO MEMBERS

- 62) A notice may be given to a member:
- a) by delivering it either personally or by mail to the member's registered address;
 - b) by electronic mail at an address provided by the member for that purpose; or
 - c) by advertising in a local newspaper.
- 63) A notice of a general meeting must be given to every member eligible to vote on the day notice is given by:
- d) delivering it either personally or by mail to the member's registered address;
 - e) by electronic mail at an address provided by the member for that purpose; or
 - f) by advertising in a local newspaper.
- 63) Notice given under these bylaws will be deemed to have been received as follows:
- a) if given or served by mail, on the fourth day after it is mailed;
 - b) if served by e-mail, on the third day after it is sent; and,
 - c) if given or served by advertising in a local newspaper, on the day following publication.

PART 10 - BYLAWS

64) A copy of the constitution and bylaws will be provided to a member on request, free of charge or on payment of not more than \$1.

65) These bylaws will not be altered or added to except by special resolution.

PART 11 - RULES OF ORDER

66) Robert's Rules of Order will be the governing rules of the society in case of any deficiency in the constitution and bylaws of the society.

Dated at Victoria, British Columbia, this 30 day at June, 2009.