

BY-LAWS OF THE CADBORO BAY RESIDENTS' ASSOCIATION

1. Definitions

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time.

“**Association**” means the Cadboro Bay Residents Association

“**Board**” means the directors of the Association

“**Bylaws**” means these Bylaws as altered from time to time

“**Electronic**” means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:

- i in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
- ii in relation to a vote, permits voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters.

“**General meeting**” means a general meeting of the members of the Association, including but not limited to, an annual general meeting (AGM)

“**Officers**” mean the Association’s Chair, Vice-Chair, Treasurer and Secretary.

“**Residents**” means those individuals and businesses who are eligible to be members of the Association.

“**Special resolution**” means any of the following:

- i a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members, whether cast personally or by proxy.
- ii a resolution consented to in writing by all of the voting members.
- iii if the Board authorizes voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by at least 2/3 of the votes cast, in accordance with the bylaws, on the resolution.

1.2 The definitions in the Act apply to these Bylaws.

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

2. Membership

2.1 Membership in the Association is open to all adults residing in, and owners of businesses operating in, the area bounded by Oak Bay Municipality, the waterfront of Cadboro Bay and Haro Strait to a line extended along Finnerty Road from Finnerty Cove to the Oak Bay Boundary.

2.2 The members of the Association shall be those eligible persons who have signified their acceptance of the Constitution and By-laws of the Association by paying the current year's membership fee, the current year being the fiscal period from May 1st to April 30th.

2.3 A person eligible for membership is entitled to vote or stand for election at any General Meeting of the Association provided that their membership fee for the current year has been paid in advance of the meeting.

2.4 No member of the Association shall be liable, as an individual, for any bills or liabilities of the Association.

2.5 A member present at a meeting of members is entitled to one vote.

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

- i by delivering one's resignation in writing or email to the Membership List director or Chair or by mailing or delivering it to the address of the Association, or
- ii on being expelled.

2.7 A member may be expelled by a special resolution of the members passed at a general meeting:

- i The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- ii The person who is the subject of the proposed resolution for expulsion shall be given a reasonable opportunity to be heard at the general meeting before the special resolution is put to a vote.

3 Meetings of Members (“general meetings”) including AGM

3.1 An Annual General Meeting (AGM) shall be held each calendar year unless deferral is permitted by the Registrar. The time, place and manner will be determined by the Board subject to the provisions of the Societies Act.

3.2 The Board may call other general meetings at its discretion and shall be required to call one if petitioned to do so by at least 10% of members who follow the procedures laid out in the Societies Act.

3.3 A general meeting of the Association can take formal action on only those items listed in the notice calling the meeting.

3.4 The Association, through its directors, may sponsor a Public Meeting, either alone or jointly, but any vote taken at such a meeting shall not be reported as a formal vote of the Association.

3.5 Notice of Annual General Meeting (AGM) and of other general meetings

- i A notice stating the time and place for the meeting and giving a list of the business to be transacted shall be distributed at least fourteen (14) days and not more than sixty (60) days before the meeting to every member of the Association.
- ii The AGM notice shall include an invitation for any member to stand for election to the Board.
- iii The Board may determine, in its discretion, to hold any general meetings in whole or in part by Electronic Means, so as to allow some or all members to participate in the meeting, remotely. If a general meeting is an electronic meeting, the notices under this section must also contain instructions for attending and participating in the meeting by telephone or other communications medium, including, if applicable, instructions for voting at the meeting.
- iv The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.
- v Notice of a general meeting must include the text of any special resolution or eligible member proposal to be submitted to the meeting.
- vi A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

3.6 Chair of general meeting

All general meetings of the Association shall be chaired by the Chair of the Association, the Vice-Chair in the absence of the Chair or in the absence or unavailability of both, a director chosen by the directors present.

3.7 Quorum required

Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present. A quorum is least 10% or 5 of the members, whichever is greater. Absence or loss of a quorum will be addressed in accordance with the procedures in the *Societies Act*.

3.8 The order of business at a general meeting including an AGM is as follows:

- (a) elect an individual to chair the meeting, if necessary.
- (b) determine that there is a quorum.
- (c) approve the agenda.
- (d) approve the minutes from the last general meeting.
- (e) deal with unfinished business from the last general meeting.

(f) if the meeting is an annual general meeting (AGM),

- (i) receive the directors' report on the financial statements of the Society for the previous fiscal year, and the auditor's report, if any, on those statements,
- (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
- (iii) elect or appoint directors, and
- (iv) appoint an auditor, if any.
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting.
- (h) terminate the meeting.

3.9 Voting

- i Proxy voting is not permitted.
- ii The election of Board members shall be conducted by secret ballot. Voting on other business is by show of voting card or other method that adequately discloses the intention of the voting members. An exception is that if, before or after such a vote, 2 or more voting members or the chair of the meeting request a secret ballot, voting must be by a secret ballot.
- iii Every member entitled to vote shall have a single vote on each question put to the meeting, except that the chair shall vote only to break a tied vote.
- iv The Board may authorize voting by mail, fax or electronic means of communication as long as secret ballot requirements are maintained where applicable
- v A matter to be decided at a general meeting must be decided by ordinary resolution (simple majority) unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution

4. Board of Directors

4.1 Election of directors: A minimum of five (5) and a maximum of eleven (11) members shall be elected at each Annual General Meeting as a board of directors to manage the affairs of the Association until the next such Annual General meeting, when they shall automatically retire but will remain eligible for re-election. No person may serve as a director who does not, before such service, sign and undertake to comply with the Code of Conduct for Directors as established by the Board.

4.2 The immediate Past Chair shall serve as an *ex-officio* member of the Board of Directors for a period of one year.

4.3 Election of Officers and key positions:

- i Board members shall meet immediately after the Annual General Meeting and, by majority vote of the Board members present, elect a Chair, Vice Chair, Secretary and Treasurer to serve as officers of the Association for the upcoming year.
- ii Not later than one month following the Annual General Meeting and by majority vote, the Board shall assign responsibility for key positions, including but not limited to, a Webmaster and a Membership List director. The Membership List director is responsible for maintaining an up-to-date and accurate membership list in co-ordination with the Treasurer and other directors who recruit or collect fees from members.

4.4 Term Limits

- i No person may be elected or nominated to serve more than five (5) consecutive terms on the Board. In this section, "term" means the period from an annual general meeting to the next following annual general meeting. For purposes of this section, service on the Board for a portion of a term is deemed to be service for that full term and to be consecutive to any previous or following term of service.
- ii A director who has reached the end of their term limit may not rejoin the Board until at least one year has passed from the end of their deemed term of service.

4.5 Attendance

A Board director who does not attend three (3) consecutive regular monthly meetings of the Board will be deemed to have resigned and will thereby cease to be a director.

4.6 Removal of a Director

The members of the Association may, by special resolution, remove a director or officer before the expiration of their term in office. The notice of special resolution for removal shall be accompanied by a brief statement of the reason(s) for the proposed removal. The person who is the subject of the proposed removal shall be given an opportunity to be heard in person or by agent at the general meeting before the special resolution is put to a vote.

4.7 Casual Vacancies on the Board.

- i The Board may, by majority vote, appoint a member of the Association as a director to fill a vacancy that arises on the Board as a result of the removal, resignation, death or incapacity of a director. Members may apply or be nominated, following a process determined by the Board.

- ii A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

4.8 No director shall be remunerated for being or acting as a director. Board policy may allow the reimbursement of reasonable receipted expenses incurred by directors when performing approved duties for the benefit of the Association.

5. Committees of the Board

5.1 The Chair and Board may set up committees to assist in the work of the Association. Every committee shall be chaired by a director, will report to the Board, will exercise no independent, decision-making power in relation to the Association and will defer to decisions made by the Board as a whole. The terms of reference, members and chair of a committee shall be approved by the Chair and Board. No one may serve on a committee who does not, before such service, sign and undertake to comply with the Code of Conduct for Committee Members.

5.2 Standing Committees shall have only directors as members except where the Board agrees that additional expertise is required. Standing Committees may include but are not limited to:

- i A Membership Committee which focuses on ways to encourage residents to become Association members and volunteers.
- ii A Governance Committee which assists the Board with such matters as the orientation of new directors, exit interviews, the nomination process, disciplinary issues, and the regular updating of bylaws and policies.
- iii A Communications Committee which ensures that residents are provided with timely and accurate information relevant to the purposes of the Association including the activities of the Board and community feedback.

5.3 Ad Hoc Committees may include members who are not directors other than the Committee chair. The continuing need for any Ad hoc Committee will be reviewed by the Board at least every 2 years.

6 Directors' Meetings

6.1 All meetings of the Board shall be chaired by the Association Chair, the Vice- Chair in the absence of the Chair, or, in the absence of both, a director chosen by the directors present.

6.2 Meetings of the Board shall be open to members. Requests to make a presentation should be directed to the Chair at least one week ahead of the next Board meeting. Except as otherwise agreed by the Board, such a presentation will be no more than 5 minutes in length.

6.3 Regular meetings will generally be held monthly except as agreed by the Board. The agenda will be made known to members the week before the meeting. Meetings of the Board may also be called by the Chair or any two directors. on at least 2 days' notice or such shorter notice period agreed to by all the directors.

6.4 The quorum for transaction of business shall be at least fifty percent of the directors.

6.5 Decisions shall be reached by a majority vote, with the Chair generally voting only to break a tied vote.

6.6 If a Board decision is made by email or at a meeting other than a regular meeting, the vote results, together with the text of the resolution shall be ratified at the next regular Board meeting and included in the minutes. Voting rules governing meetings of the Board shall apply to votes so conducted.

6.7 *In-camera* Meetings

- i Under exceptional circumstances, the directors may hold meetings or portions of meetings *in-camera*. An *in-camera* meeting requires 2/3 approval from those Board members present at the meeting, before the *in-camera* session may begin.
- ii Every Director shall keep information obtained in an *in-camera* meeting confidential, unless the release of such information is required by law or is allowed for by a decision or policy of the directors. The decisions made during an *in-camera* meeting will be reported in the minutes.

6.8 Conflict of Interest Procedures for Directors:

- (1) This section applies to a director who has a direct or indirect material interest in:
 - (a) a contract or transaction, or a proposed contract or transaction, of the society, or
 - (b) a matter that is or is to be the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with that director's duty or interest as a director of the society.
- (2) A director to whom this section applies must
 - (a) disclose fully and promptly to the other directors the nature and extent of the director's interest,

- (b) abstain from voting on a directors' resolution or consenting to a consent resolution of directors in respect of the contract, transaction or matter referred to in subsection (1),
- (c) leave the directors' meeting, if any,
 - i when the contract, transaction or matter is discussed, unless asked by the other directors to be in attendance to provide information, and
 - ii when the other directors vote on the contract, transaction or matter, and
- (d) refrain from any action intended to influence the discussion or vote.

(3) A disclosure under subsection (2) (a) must be managed in accordance with the procedures described in the Societies Act.

(4) If another director is concerned that a director may have a direct or indirect conflict of interest, this should be made known to the Board before any discussion of the issue or vote takes place.

(5) The Board will decide by majority vote whether such a conflict of interest exists based on the definitions of the Societies Act. The director involved will not be allowed to vote on whether a conflict of interest exists concerning him/herself.

7. Duties of the Directors

7.1 The directors must manage the activities and internal affairs of the Association in accordance with these bylaws, the Act and the Association's purposes. In so doing, a director must

- i act honestly and in good faith and in the best interests of the Association; and
- ii exercise the care, diligence, and skill that a reasonable and prudent person would exercise in comparable circumstances.

7.2 The directors shall ensure that all reports, including financial reports, required by law to be prepared by the Association for the annual general meeting and other general meetings are prepared and that proper notice is given.

7.3 The directors shall ensure the timely submission of all reports, grant applications and other filings that are required by the Societies Act, the Municipality or others.

8. Duties of the Officers

8.1 The Chair of the Association shall normally preside at all Board meetings and all general membership meetings and shall perform such duties as the Board and the membership from time to time authorizes. The Chair shall reflect the position of the Board and the interests of the Association to outside parties.

8.2 The Vice Chair shall perform the duties of the Chair in the Chair's absence and as authorized by the bylaws and policies of the Board.

8.3 The Secretary shall be responsible for:

- i preparing the agenda for each meeting in consultation with the Chair and arranging for it to be posted in the week prior to the meeting for viewing by residents.
- ii recording and maintaining minutes of all meetings of the Board and General Meetings of the Association and arranging for approved minutes to be posted promptly for viewing by residents.
- iii keeping a current list of members' names, addresses and contact information, in consultation with the Membership List director.
- iv having custody of all records that the Act requires to be kept by the Association; and
- v satisfying the requirements of the Registrar of Companies for continued registration of the Association under the Societies Act.

8.4 The Treasurer shall be responsible for:

- i managing all funds belong to the Association and depositing funds in an accredited financial institution and disbursing funds for the Association in such manner as designated by the Board.
- ii rendering financial statements to the directors at Board meetings, and to members and others when required including the annual financial statements for approval at the AGM.
- iii keeping such financial records, including books of account, as are necessary to comply with the Societies Act; and
- iv in the absence of an auditor, making such records and banking information available for the examination of the Directors no less than ten days before the AGM.

8.5 The appropriate officer shall make the records that are in his or her custody available for inspection by members of the Association at such time and place as the directors may decide in accordance with the Act.

9. Financial

9.1 All disbursements to be paid by cheque shall be signed by any two of the Chair, Vice-Chair, Treasurer or Secretary. Disbursements made by other means from Association funds shall be authorized in writing by any two of the Chair, Vice-Chair, Treasurer or Secretary.

9.2 The Cadboro Bay Residents Association may not borrow money.

10. Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

11. Amendment of these Bylaws

These Bylaws may be amended on application to the registrar only when authorized by special resolution of the membership.