


CAROL PREST

SIDNEY COMMUNITY ASSOCIATION

BYLAWS

Part 1 - Interpretation

1.1 In these bylaws, unless the context otherwise requires:

- “Society” shall mean “Sidney Community Association”
- “Society Act” shall mean “Society Act of B.C.” from time to time in force and all amendments to it.
- “AGM” shall mean “Annual General Meeting”
- “Board” shall mean “Board of Directors” or “Directors and Officers”

1.2 When construing the bylaws, unless the context otherwise requires, reference shall be had to the definitions in the Society Act on the date the bylaws become effective and words and expressions used in the bylaws shall, as far as the context does not otherwise require, have the same meaning as would be the case when used in that Act.

Part 2 - Membership

2.1 Membership in the Society shall be individual.

2.2 Every member must uphold the constitution and comply with these bylaws.

2.3 An individual aged 18 years or over who is a resident of Sidney may apply to the Board for membership in the Society, and on payment of membership dues and acceptance by the Board, is then deemed a member for 1 year.

2.4 The Board may accept as a member a person who is a non-resident of Sidney and has demonstrated a special interest in Sidney consistent with the purposes of the Society, is aged 18 years or over and has paid membership dues.

2.5 Any registered organization providing services within Sidney may apply for associate membership. Associate membership is non-voting.

2.6 Members shall have full rights and privileges of membership, including participation in the discussions at Society Meetings, one vote per individual on all

questions that come before the Society, and eligibility to nominate or be nominated for election to the Board. No member shall vote by proxy.

2.7 The annual membership fee shall be determined at the AGM and shall be valid for one year.

2.8 To be eligible to vote at the AGM, a member must have paid their annual membership fee at least 14 days prior to that meeting.

2.9 A member's personal information will be held in strict confidence.

Part 3 - Termination of Membership

3.1 Any member who desires to withdraw their membership from the Society may notify the Secretary in writing to that effect, and upon receipt of such notice that member shall cease to be a member.

3.2 A member shall cease to be a member in good standing if the member has failed to pay the annual membership fee or any other debt due and owing by the member to the Society, and shall remain so as long as the debt is unpaid.

3.3 A member may be expelled from the Society by a special resolution of the members, requiring a 75% majority vote at an Extraordinary General Meeting. The notice of special resolution for expulsion must be accompanied by a brief statement of reasons for the proposed expulsion. A member has the right to speak on his or her behalf before the special resolution is put to a vote.

Part 4 - Meetings of Members

4.1 General meetings of the Society must be held at a time and place that the Board decides, in accordance with the Society Act.

4.2(a) The Board may, when they deem necessary, convene a General Meeting.

(b) An Extraordinary General Meeting must be called if ten percent (10%) of the voting members of the Society deliver written notice to the Secretary requesting such a Meeting.

4.3 At an Extraordinary General Meeting, only the business that has been explicitly stated in the notice to members shall be dealt with. This notice shall be provided no less than 14 days in advance and shall specify the time, place and business to be conducted, and will be given to the membership by email. Only business that has been stated in the notice will be discussed.

- 4.4** Notice of the AGM must specify the place, date and hour of the meeting.
- 4.5** Notice must be given to members at least 14 days in advance of the meeting date by email.
- 4.6** The first AGM of the Society must be held not more than 15 months after the date of incorporation and after that an AGM must be held at least once in every calendar year and not more than 15 months after the preceding AGM.
- 4.7** A quorum for the transaction of any business at any meeting of members shall consist of 10% of the membership, but in no event shall a quorum be less than 3 members.
- 4.8** In case of a tie vote the Chair shall not cast a second vote in addition to the vote to which they may be entitled as a member and the motion fails.
- 4.9** The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any of the members entitled to receive such notice, does not invalidate proceedings at that meeting.

Part 5 - Directors and Officers

- 5.1** The Board will manage the business of the Society, and shall exercise all of the powers of the Society, subject to the provisions of the Society Act and to the constitution and bylaws.
- 5.2** The number of Directors shall not be fewer than 5 or more than 12.
- 5.3** At the AGM, the membership shall elect the Directors and Officers of the Society from among their members. The officers shall be President, Vice President, Secretary and Treasurer. The Past President, when available, shall serve as an officer. The term of the office for Directors and Officers shall be a minimum of one year and they shall be eligible for re-election. All Directors and Officers must be members in good standing.
- 5.4(a)** The Board may, if deemed necessary, appoint a member as Director in order to fill a vacancy until the next AGM.
- (b)** A Director so appointed, holds office only until the next AGM of the Society, and is eligible for re-election.
- 5.5** The President shall have general supervision over the affairs of the Society and shall preside at all meetings of the Society and the Board. In their absence, the Vice President shall act as President, and shall do so as and when required.

5.6 The Secretary shall be responsible for recording the minutes of all meetings, shall give notice of meetings, and shall be custodian of all Society records, files, correspondence and other documents, which they shall deliver as instructed by the Board. The secretary shall have custody of all records and documents of the Society, except those required to be kept by the Treasurer.

5.7(a) The Treasurer must keep the financial records, including books of account in a manner to comply with the Society Act, and render financial statements to the Board, members and others when required.

(b) The Treasurer shall receive and account for all funds payable to the Society and pay all accounts approved by the Board in a timely manner. The Treasurer shall keep an account of all financial transactions and balance the records with the Bank Statements on a regular basis. The Treasurer shall report to the Board at each regular meeting on the status of the finances.

(c) The Treasurer shall be a signatory on the Bank Account with the President, Vice President

(d) The Treasurer shall prepare an Annual Statement of Income and Expenses which will be provided to the membership prior to the AGM each year. The Treasurer shall also prepare an operating budget from discussions with the Board.

5.8 No remuneration shall be made to Directors of the Society and those Directors shall not be liable for any action taken or omitted by them in good faith or for any acts or omissions of any other Director of the Society.

Part 6 - Standing Committees

6.1 The Board shall provide written terms of reference for Committees and the expected length of service required. The Chairperson of each shall be appointed from among members of the Board.

Part 7 - Borrowing Powers

7.1 In order to carry out the purposes of the Society, the Board may, on behalf, and in the name of the Society, raise or secure funding in such manner as they decide.

7.2 The members may, by Special Resolution, restrict the borrowing power of the Board. A restriction so imposed expires at the next AGM.

Part 8 - Accounts and Records

8.1 All accounts, books and records of the Society shall be open for inspection by the Board, to ensure that such books and records are current and accurate. Should a member require proof as to the accuracy of the accounts, books and records, a request should be made to the President, who will have such information made available.

Part 9 - Amendments

9.1 All members must be given 14 days advance written notice by email of any proposed amendment to the Bylaws or Constitution of the Society, in the form of a Special Resolution containing the text of the proposed amendment.

9.2 Provided that such notice has been given, the Bylaws and Constitution of the Society may be amended at the AGM or a General or Extraordinary General Meeting of the members of the Society, by a vote requiring a 75% majority of the eligible members attending the meeting.

Part 10 - Operations

10.1 The business of the Society is to be carried on chiefly in the Town of Sidney, British Columbia. This provision was previously unalterable.

10.2 The Society shall ensure at all times that it is operated as a Society as defined in the Income Tax Act (Canada) and the Society Act (British Columbia). This provision was previously unalterable.

10.3 The purposes of the Society shall be carried out without object of gain for its members. Any profits or other accretions to the society shall be used for promotion of its purposes. This provision was previously unalterable.

10.4 No member may profit from association with the society. This provision was previously unalterable.

Part 11 - Dissolution

11.1 Upon dissolution of the society, after payment of all debts and liabilities, the assets remaining shall be distributed to one or more registered Societies with similar purposes in the province of British Columbia. This provision was previously unalterable.