



April 17<sup>th</sup>, 2018

## NORTH SHUSWAP COMMUNITY ASSOCIATION

### CONSTITUTION

The name of the Society is: North Shuswap Community Association.

The purpose of the society is:

To operate and maintain the community centre and adjacent grounds so that they may be used for various community events, seminars, workshops, programs, and recreational activities which would benefit the general public.

To provide shelter to members of the community in need, during a general emergency.

Any funds resulting from these activities shall be used by the society to support said purpose.

The activities of the society shall be carried on without purpose of gain for individual members and any profits, inheritances (donations) shall be used solely to promote said purpose.

### BYLAWS

#### **PART 1 – Definition and Interpretation**

In these Bylaws:

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

“**Board**” means the directors of the Society;

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

“**AGM**” means Annual General Meeting of the general membership;

“**General Meeting**” means a meeting of the general membership;

“**Director’s Meeting**” means a meeting of the Directors.

The definitions in the Act apply to these Bylaws.

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

# NORTH SHUSWAP COMMUNITY ASSOCIATION

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## PART 2 – Membership

- 2.1 Any person may become a member of the Association on acceptance of their application and payment of membership dues.
- 2.2 On being admitted to membership, each member is entitled to, and the society must make available to the member without charge, access to a copy of the constitution and bylaws of the society.
- 2.3 Every member must uphold the constitution of the Society and must comply with these Bylaws.
- 2.4 The amount of the annual membership dues, if any, must be determined by the Board.
- 2.5 Membership is from January 1<sup>st</sup> to December 31<sup>st</sup> and dues are payable on or before May 1<sup>st</sup>. New members who wish to vote at the Annual General Meeting must have paid their dues thirty (30) days before the AGM.
- 2.6 A person ceases to be a member of the society by:
  - a) being expelled;
  - b) being a member not in good standing for 6 months.
- 2.7 All members are in good standing except a member who has failed to pay their current annual membership fee or any other subscription or debt due and owing by them to the society, and they are not in good standing so long as the debt remains unpaid.
- 2.8 A member who is not in good standing may not vote at a general meeting
- 2.9.1 A member may be expelled by a special resolution of the members at a general meeting.
- 2.9.2 The notice of a special resolution for expulsion shall be accompanied by a brief statement of the reasons for the proposed expulsion.
- 2.9.3 The person who is the subject of the resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 2.10 Members who are of legal voting age are entitled to:
  - a) hold office in the Society;
  - b) vote at all Society meetings.

# NORTH SHUSWAP COMMUNITY ASSOCIATION

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## **PART 3 – General Meetings of Members**

- 3.1 General meetings of the society shall be held, in accordance with the Society Act, and in April and October.
- 3.2 At a general meeting, the following business is ordinary business:
  - a) Adoption of rules of order;
  - b) Consideration of any financial statements of the Society presented to the meeting;
  - c) Consideration of the reports, if any, of the directors or auditor;
  - d) Appointment of an auditor, if any;
  - e) Business arising out of a report of the directors not requiring the passing of special resolution.
- 3.3 Notice of a General Meeting shall be advised by phone, mail, email, newsletter, newspaper or website and shall specify the place, the day, and the hour of meeting and, in case of special business, the general nature of that business in sufficient detail to permit a member receiving the notice to form a reasoned judgement concerning that business.
- 3.4 Non-receipt of a notice by any of the members entitled to receive notice does not invalidate proceedings of a general meeting.
- 3.5 The Annual General Meeting shall be held within 15 months of the previous Annual General Meeting.
- 3.6 The following individual is entitled to preside as the chair of a general meeting:
  - a) the president;
  - b) the vice-president, if the president is unable to preside as the chair;
  - c) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair;
  - d) the individual, if any, appointed by the Board to preside as the chair.
- 3.7 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.
- 3.8 The order of business at a general meeting 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;

# NORTH SHUSWAP COMMUNITY ASSOCIATION

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- e) deal with unfinished business from the last general meeting;
  - f) if the meeting is an Annual General Meeting, receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements.
  - g) receive any other reports of directors' activities and decisions since the previous AGM;
  - h) elect or appoint directors, and
  - i) appoint an auditor, if any.
- 3.9 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.
- 3.10 A quorum at a general meeting is 10 members present.
- 3.11 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.
- 3.12 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 but in any other case it 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.
- 3.13 A general meeting may be adjourned from time to time and from place to place, and new business may not be added to the adjourned meeting's agenda.
- 3.14 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- 3.15 A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- 3.16 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.
- 3.17 A member in good standing present at a meeting of members is entitled to one vote.
- 3.18 Voting by proxy is not permitted.

# NORTH SHUSWAP COMMUNITY ASSOCIATION

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## **PART 4 – Directors and Officers**

- 4.1 The president, vice-president, treasurer, recording secretary and membership secretary are considered executive officers and are also directors of the society.
- 4.2 The number of additional directors must be a minimum 5.
- 4.3 Executive officers are elected for a term of 2 years; all other directors are elected for a term of 1 year.
- 4.4 The terms of the president and membership secretary shall begin in even-numbered years.  
The terms of the vice-president, recording secretary and treasurer shall begin in odd-numbered years.
- 4.5 The out-going president shall be an honorary member of the Board for a period of 1 year.
- 4.6 A nominating committee shall be elected at the general meeting prior to the Annual General Meeting.
- 4.7 Separate elections must be held for each office to be filled.
- 4.8 The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- 4.9 A director so appointed holds office only until the next election of officers and directors of the society, but is eligible for re-election at the meeting.
- 4.10 A director ceases to hold office if they are unable to fulfil their duties for a period of 90 days.

## **PART 5 - Directors & Committee Meetings**

- 5.1 A directors' meeting may be called by the president or by any 2 other directors.
- 5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.
- 5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.
- 5.4 The directors may regulate their meetings and proceedings as they think fit.

# NORTH SHUSWAP COMMUNITY ASSOCIATION

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- 5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.
- 5.6 The directors may delegate some tasks, but not all responsibility to committees.
- 5.7 A committee, so formed, must conform to any rules imposed on it by the directors and must report back to the directors in a timely manner.
- 5.8 A committee must elect a chair of its meetings.
- 5.9 Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- 5.10 In the case of a tie vote the motion is defeated.

## **PART 6 – Board Positions**

- 6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:
  - president;
  - vice-president;
  - recording Secretary;
  - membership Secretary;
  - treasurer;
  - out-going president (when applicable).
- 6.2 The president is the chief executive officer of the society and is responsible for the supervision of the other officers in the execution of their duties.
- 6.3 The president shall prepare a written annual report to be submitted at the Annual General Meeting.
- 6.4 The vice-president is responsible for carrying out the duties of the president during the president's absence.
- 6.5 The recording secretary is responsible for the following:
  - a) conducting the correspondence of the society;
  - b) issuing notices of meetings of the society and directors;
  - c) keeping minutes of all meetings of the society and directors;
  - d) having custody of all records and documents of the society except those required to be kept by the treasurer;
  - e) maintaining a "book of motions" from all meetings.

# NORTH SHUSWAP COMMUNITY ASSOCIATION

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- 6.6 In the absence of the recording secretary from a meeting, the Board must appoint another individual to act as recording secretary at the meeting.
- 6.7 The membership secretary is responsible for:
- a) maintaining the register of members;
  - b) chairing the membership drive committee;
  - c) issuing membership cards;
  - d) collecting dues on behalf of the treasurer.
- 6.8 The treasurer is responsible for:
- a) accounts receivable and accounts payable;
  - b) the financial records, including books of account, necessary to comply with the Society Act;
  - c) rendering financial statements to the directors, members and others when required;
  - d) preparing an annual budget;
  - e) preparing an annual financial report;
  - f) making the Society's filings respecting taxes.

## **PART 7 – Remuneration of Directors and Signing Authority**

- 7.1 These bylaws do not permit the society to pay directors remuneration for being a director, but the society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.
- 7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society:
- a) by the president, together with one other director;
  - b) if the president is unable to provide a signature, by the vice-president together with one other director;
  - c) if the president and vice-president are both unable to provide signatures, by any two other directors, or
  - d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

# NORTH SHUSWAP COMMUNITY ASSOCIATION

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## **PART 8 – Borrowing**

- 8.1 The directors may, on behalf of and in the name of the society, raise funds for capital improvements or maintenance by securing a loan from a financial institution or by the issue of a debenture.
- 8.2 A loan must not be applied for, or a debenture issued without the authorization of a special resolution.
- 8.3 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 – Bylaws**

- 9.1 These bylaws may be amended or revised at General meetings. Thirty (30) days written notice of all proposed amendments and revisions must be posted on the website.
- 9.2 A two-thirds (2/3) majority vote of members present is required to amend or revise.

## **PART 10 – Termination of Existence**

- 10.1 On the winding up and dissolution of the society, the assets, rights, contracts and privileges of the society shall pass to another appropriate charitable organization in the North Shuswap, whose purposes are of a like nature and kind to the purposes of the society, at the discretion of the remaining society members. This provision was previously unalterable.
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