


CAROL PREST

Bylaws of the
CASA LOMA COMMUNITY ASSOCIATION (the “Society”)
BC Society File # S-44965

ARTICLE 1 - INTERPRETATION

Section 1)

In these Bylaws:

- A) **“Director”** means an individual who has been designated, elected or appointed, in accordance with the Societies Act, as a member of the board of directors of the society, regardless of the title by which the individual is called;
- B) **“Member”** means a person who becomes, in accordance with the bylaws, a member of the society and remains a member of the society;
- C) **“Societies Act”** means the Societies Act for the Province of British Columbia, from time to time in force and all amendments made to it;
- D) **“Area”** means within the Casa Loma neighborhood boundaries, as defined by the City of West Kelowna, B.C.;
- E) **“Membership Fees”** means the paid fees covering an annual calendar year time-period referred to as a Membership Year, or for a longer time-period if it applies, as determined by the Board of Directors;
- F) **“Bylaws”** means these Bylaws as altered from time to time.

Section 2)

The definitions in the Societies Act on the date these Bylaws become effective, apply to these Bylaws.

Section 3)

Words implying the singular include the plural and vice versa, and words implying a male person include a female person and vice versa.

ARTICLE 2 - TYPE OF MEMBERSHIP AND QUALIFICATIONS

Section 4)

There is one type of Membership with the following qualifications:

- A) **Voting Members:** A voting Member shall be a person that:
 - i. is at or above the age of majority in BC, (19 years), and,
 - ii. is either a homeowner in the area, or an individual that can provide proof of residency within the area, and,
 - iii. has paid their yearly membership fee in full.

ARTICLE 3 - ATTAINING AND RETAINING MEMBERSHIP, LEAVING THE SOCIETY

Section 5)

The Members of the Society are the original applicants for incorporation of the Society on August 6, 2002, as well as those persons who have subsequently become Members, as defined by the Bylaws, but in either case have not ceased to be Members.

Section 6)

Registration for a new membership, or the renewal of a membership in the Society, to be submitted as prescribed:

- 1) First and Last Name
- 2) Residential address, contact information
- 3) Specify term of membership requested, if term options are offered, and indicate if applying as a home-owner or individual residing in area.

Section 7)

A member in good standing has provided the required registration information and the term of their paid membership fee includes that calendar year. A member in good standing may:

- 1) Attend Society meetings
- 2) Participate in Society functions

Section 8)

A Member shall cease being a Voting member when:

- 1) The Individual is no longer either; a homeowner in the area, or, an individual who resides in the area.
- 2) The current membership year expires, or, in the event of a longer term of membership, then, upon expiry of that term.

ARTICLE 4 - MEETINGS OF MEMBERS

Section 9)

General Meetings, including the "Annual General Meeting" (AGM) of the Society Members, can be held at the time and place the Board of Directors determines, in accordance with the Societies Act.

- A) The Membership shall be notified by the Board of Directors of a scheduled meeting. The notice shall specify the date, place, time, and general nature of the business to be discussed.

- B) A person who is entitled to participate in a General Meeting may do so if they attend the meeting in person.

Section 10)

There shall be one AGM each year to be held within 180 days after the calendar year end.

Section 11)

The accidental failure to give notice of a meeting to a member or non-receipt of notice by a member does not invalidate proceedings of the meeting.

ARTICLE 5 - PROCEEDINGS AT ANNUAL AND GENERAL MEETINGS

Section 12)

Business at the AGM shall include but not be limited to:

- The Financial Report for the prior fiscal period
 - A review of the prior year by the President
 - The election of Directors
- A) The process for the election of Directors will be determined by the current Board of Directors, will be announced in advance, and the voting shall be facilitated in one of three ways; a show of hands at the meeting, by secret ballot at the meeting, or an electronic voting process provided in advance.
- B) If an electronic voting process is provided, then it shall be conducted over a specific time period prior to the AGM and end at least 12 hours prior to the start of the AGM.
- C) An independent group of two or more members, as selected by the Board of Directors to act as scrutineers for the AGM vote, will supervise the gathering of the electronic ballots, merge those votes with the in-person meeting votes, and tabulate the results.
- D) If an electronic voting process is not provided for non-attending members, then Proxies may be used as prescribed by the Board of Directors, allowing the designated proxy holder and current member to vote.

Section 13)

The final voting for the new Board of Directors shall take place at the AGM and the process will be chaired by the Past President. If the Past President is not present, or is not willing to chair the meeting, the Board of Directors will select an independent member not seeking an elected position.

Section 14)

The election of Directors at the AGM and subsequent appointment of Interim President shall take place in two parts:

- 1) Election of Directors first, followed by;
- 2) Appointment of the Interim President who will be the candidate with the highest vote tally from the newly elected directors. In the event of two candidates having an equal number of votes, they shall co-chair the duties of the Interim President.

Following the AGM the Interim President shall call a meeting of the new Board of Directors. The first order of business shall be to ratify, change, or poll the membership to vote on, the President designate. Under direction of the President, Directors shall then be appointed their designated office or role. The Membership shall be notified who was appointed to the offices within 30 days.

Section 15)

Voting on Ordinary Resolutions at an AGM: All resolutions to be presented in the AGM must be included in the information package distributed to the Membership in advance of the AGM. No resolutions will be accepted from the floor.

- A) A member in good standing, who meets the requirements to be a voting member, is entitled to one vote.
- B) The process for the vote will be determined by the current Board of Directors, will be announced in advance, and the voting shall be facilitated in one of three ways; a show of hands at the meeting, by secret ballot at the meeting, or an electronic voting process provided in advance.
- C) If an electronic voting process is provided, then it shall be conducted over a specific time period prior to the AGM and end at least 12 hours prior to the start of the AGM.
 - i. If an electronic voting process is not provided for members, then Proxies may be used as prescribed by the Board of Directors, allowing the designated proxy holder and current member to vote.
- D) Ordinary Resolutions shall be deemed to have passed, provided a simple majority (50% + 1).

Section 16)

No business shall be conducted at a General Meeting or AGM where a quorum is not present. A quorum for the transaction of business is 10 voting members or 10% of the voting membership; whichever is greater. If during a meeting a quorum ceases to be present, all business conducted at that meeting shall be considered suspended until such time as a quorum is present, and the meeting shall be adjourned.

Section 17)

If within 30 minutes from the time appointed for a scheduled meeting a quorum is not present, the meeting is considered adjourned to the same day in the next week, at the same time and place. If at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

Section 18)

All meetings shall be presided over by the President or another Director appointed by the President. If the President is not present and has not appointed a Director to chair the meeting, the presiding officer of the meeting will be determined by the Board of Directors present at the meeting.

Section 19)

The Membership may call a General Meeting by presentation of documentation that indicates support by 10% of the Membership.

Section 20)

Voting at General Meetings:

A member in good standing is entitled to one vote.

- A) The process for voting will be determined by the current Board of Directors, will be announced in advance, and the voting shall be facilitated in one of three ways; a show of hands at the meeting, by secret ballot at the meeting, or an electronic voting process that adequately discloses the intentions of the members.
- B) If an electronic voting process is provided, then, it shall be conducted over a specific time period of no less than 7 days.
- C) All resolutions at a General Meeting must be seconded.
- D) Ordinary Resolutions shall be deemed to have passed provided a simple majority (50% + 1).

ARTICLE 6 - BOARD OF DIRECTORS AND THEIR DUTIES

Section 21)

The Society shall have a Board of Directors consisting of a minimum of 5 and up to 9 directors elected by the Membership. The Officers shall be President, Secretary, and Treasurer. Individuals elected may hold more than one office, if so determined.

Section 22)

The Board of Directors shall be elected at the AGM and serve for a term of one (1) year, or a longer term, if approved by the Membership.

Section 23)

The Board of Directors may exercise all such powers and act on behalf of the Society, but subject to the conditions of:

- 1) All laws affecting the Society
- 2) These Bylaws
- 3) Rules and directions that are approved from time to time by the members of the Society in a General Meeting

Section 24)

Removal of a Director: The members may, by Special Resolution, or the Board of Directors may, by a 2/3's majority vote, remove a director before expiration of their term of office.

- A) Reasons for removal may include, but not be limited to, failure to execute their responsibilities as mandated by the Board of Directors or the Membership.
- B) This removal from office is not to be interpreted as removal from the Society.
- C) Article 27 shall apply to the matter of the replaced director.

Section 25)

In the case of a vacancy in the office of President, another Director, as elected by the Board of Directors, shall succeed to the office of President.

Section 26)

In case of a vacancy in the office of the Secretary or Treasurer, the vacancy may be filled by having one of the Directors appointed by the President.

Section 27)

The Board of Directors may at any time, appoint a member as a Director to fill a vacancy that arises on the Board of Directors as a result of removal, resignation, or incapacity of a Director.

Section 28)

A Director appointed by the Board of Directors to fill a vacancy under Section 25, 26 or 27 ceases to be a Director at the first AGM following the appointment.

Section 29)

Duties of the President: The President shall carry on the responsibility for guiding work of the Society, shall supervise the business of the Society, and perform all duties incident to the office of President. The individual, or President's appointed designate, shall chair all meetings for the Board of Directors and members. The President shall sign together with the Secretary any contracts or other documents which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws.

Section 30)

Duties of the Secretary: The Secretary shall ensure that minutes are prepared, circulated, and retained for the meetings of the Members and Board in a book provided for that purpose, ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records and society seal, conduct all correspondence of the Board of Directors, and perform all duties as may be prescribed by the President or Board of Directors.

Section 31)

Duties of the Treasurer: The Treasurer shall maintain all financial records of the Society and prepare a financial statement for all board meetings and General Meetings. The individual shall ensure that financial statements are prepared and distributed for the meeting following the AGM, shall be the custodian of all funds and securities of the Society, ensure the filing of annual reporting documents to the Government Ministries, and perform all duties as prescribed by the President or Board of Directors.

Section 32)

Duties of the Past President: The position of Past President shall be reserved for the most recent past President, being a current Member of the Society but not being elected to the current Board of Directors. The individual may be involved in all Board of Directors meeting in an advisor capacity to the board. The Past President will have no voting privileges at the Board of Directors meetings.

The Past President's only formal duty may be to Chair the Nominating Committee for the AGM.

ARTICLE 7 - MEETINGS OF THE BOARD OF DIRECTORS

Section 33)

The Board of Directors, represented by a quorum, may meet together at such time and place as they see fit for the purpose of dispatching any and all affairs of the Society. The Board of Directors may hold meetings in whole or in part, by telephone or an alternative method of verbal communication. Post adjournment of a meeting an addendum may be added conditional to a majority Board approval via electronic communication.

Section 34)

A quorum of the Board of Directors shall consist of the majority of directors of the Society. Directors participating in an alternative verbal communication method shall be considered part of the quorum and eligible to vote.

Section 35)

The President shall chair all meetings of the Board of Directors and in their absence appoint another director to chair the meeting. If the President is not present and has not appointed a Director to chair the meeting, the presiding officer of the meeting will be determined by the Board of Directors present at the meeting.

Section 36)

A board member may at any time request for a board meeting and cause the Secretary to convene such meeting.

Section 37)

At least 2 days of notice of a directors meeting must be given unless all the directors agree to a shorter notice period.

Section 38)

Items requiring a vote at Board of Directors meetings shall be decided by a majority of votes.

- A) Each director at a meeting of the Board of Directors shall have one vote with exception of the President, who shall only vote in the case of a tie.
- B) No voting by proxy is permitted.
- C) Ordinary Resolutions proposed at a Board of Directors meeting do not need to be seconded.

Section 39)

The Board of Directors, through its President, is authorized but not limited to:

- A) Appoint committees for purposes deemed suitable and necessary by the Board of Directors. Long term committee appointments shall expire at the

time of the AGM and the new Board of Directors will authorize, reappoint, or select new committees.

- B) To receive gifts of real and personal property and to hold the same in the name of the Society for the purposes of the Society, or to dispose of same.
- C) To receive funds to enable the society to carry out its' purposes by soliciting and receiving money and property, both real and personal, by gift, contribution, bequest or otherwise and including but not limited to obtaining funds from local government the Government of British Columbia or the Government of Canada. The society may enter in to one or more agreements respecting the use or distribution of such funds.
- D) To sell or dispose of, or deal with the assets or funds of the Society.

ARTICLE 8 - MEMBERSHIP FEES

Section 40)

The Board of Directors shall set the amount for the Membership fees, if any, and will notify the Membership of the set fee. Any change to the existing fee will be voted on by the membership as an ordinary resolution at the following AGM.

ARTICLE 9 - BANK ACCOUNT, PETTY CASH AND SIGNING AUTHORIZATION

Section 41)

The Society shall conduct its financial affairs through a bank account with a Financial Institution.

- A) Signing authorities on the bank account shall be any two of the following three Officers: President, Treasurer, and alternate designated Director. Cheques should be signed by the President and Treasurer, with the designated Director acting as an alternate, should the President or Treasurer be unavailable or incapacitated.

Section 42)

Signing authority on the account shall be reviewed and updated, if necessary, within 30 days following the AGM.

Section 43)

The Board of Directors shall authorize a petty cash fund of up to one hundred dollars (\$100) for the Treasurer, or other designated officers to handle general business matters. Use of this fund will be accounted for by the Treasurer with proper receipts. All other expenditures of the Association will be by cheque.

ARTICLE 10 - BORROWING

Section 44)

The Board of Directors may not borrow money on behalf of the Society or the Membership.

ARTICLE 11 - DISSOLUTION

Section 45)

In the event the Society is dissolved, all assets will be contributed to a charitable organization. The organization to receive the assets will be voted on by the Board of Directors.

ARTICLE 12 - GENERAL

Section 46)

The fiscal year of the Society shall begin on the first day of January each year unless otherwise determined by the Board of Directors.

Section 47)

No Director or member of the Society shall be remunerated for services rendered but may be reimbursed for reasonable and necessary expenses incurred while engaged in the affairs of the Society, conditional to the preapproval of the expense by the Board of Directors.

ARTICLE 13- BYLAWS

Section 48)

These Bylaws of the Society may be rescinded, altered, or added to, provided a Special Resolution is passed by a 2/3's majority of the members who vote.