

Glenmore Valley Community Association

ByLaws

Article 1. Interpretation

1. In these bylaws, unless the context otherwise requires;
 - a. “Board” means the Board of Directors of the Association.
 - b. “Director” means an officer or member of the Board of Directors
 - c. “Member” means every resident of the Glenmore Valley area whose application for membership has been accepted by the Board and who remains a member in good standing.
 - d. “Association” means the Glenmore Valley Community Association.
 - e. “Society Act” means the Society Act of British Columbia from time to time in force, including all amendments to it.
 - f. “Special Resolution” means a resolution passed at a General Meeting by at least seventy-five percent (75%) of the members present.
 - g. “Registered Address” of a member means his/her mailing address as recorded in the register of members.
 - h. Words importing the singular shall include the plural and words importing the masculine shall include the feminine, as the case may be, and vice versa.
2. The definitions in the Society Act, including any amendments, in effect on the date these bylaws become effective apply to these bylaws.

Article 2. Membership

1. There shall only be one class of membership in the Association, namely ordinary membership. An ordinary member shall be one who has made application for membership, has been accepted as a member, is 19 years of age or older and who occupies a registered residential dwelling located within the Glenmore Valley area as defined herein. Membership remains in effect as long as the member continues to be in good standing.
2. Members are deemed to be in good standing as long as annual membership dues and/or any other debts or subscriptions due and owing by such members to the Association have been paid. Such a member is not in good standing so long as the dues or debts remain unpaid.
3. Members may join the Association at any time during the calendar year. Membership dues shall not be prorated.
4. The amount of the annual membership dues shall be determined by resolution of the membership present at the Annual General Meeting and shall apply to any

portion of the calendar year. Membership dues shall not be returned to a member unless the membership application is rejected by the Board. The anniversary date for membership is the date of the Annual General meeting.

5. An individual shall cease to be a member of the Association:
 - a. upon receipt of his resignation in writing by the Secretary of the Association,
 - b. upon his death,
 - c. upon being expelled,
 - d. upon ceasing to reside within the boundaries of the Association area, or
 - e. upon having been a member not in good standing for three (3) consecutive months.
6. A member may be expelled by means of a special resolution that is passed at a General Meeting. A brief statement outlining the reason(s) for the expulsion shall accompany the notice of the resolution for expulsion. The member subject to the expulsion shall be given an opportunity to be heard at the General Meeting before the resolution is put to a vote.
7. Membership in the Association is not transferable.

Article 3. Meetings

1. An Annual General Meeting shall be held each year during the month of November or December and at a time and place as determined by the Board.
2. An Annual General Meeting shall be called for the purposes of electing officers and directors, receiving reports, renewing memberships, recruiting new members, and transacting other such business as may properly come before an Annual General Meeting.
3. Notice of an Annual General Meeting must be published in a local newspaper at least fourteen (14) days prior to the date of the meeting. The notice shall specify the place, date and time of the meeting.
4. There should be up to six (6) General Meetings, including the Annual General Meeting, held each year.
5. Notice of General Meetings does not need to be published in a local newspaper prior to each meeting if a place, date and time for regular General Meetings is specified and made known to the membership. However, occasional reminders should be made via appropriate means to encourage members to attend whenever possible.

6. The Board may convene Extraordinary General Meetings whenever it is deemed necessary to do so. Extraordinary General Meetings shall also be called whenever a written request, signed by at least ten percent (10%) of the members, is submitted stating reasons why an Extraordinary General Meeting is desired. The secretary shall convene such a meeting within twenty one (21) days of receipt of the request.
7. Notice of an Extraordinary General Meeting shall be given to all members in a timely manner and shall indicate the place, date and time of the meeting.
8. The Board may convene Board Meetings whenever it is deemed necessary to do so, provided at least four (4) such meetings are held each year.
9. The accidental omission to give notice of meetings, or the non-receipt of a notice by any member, shall not invalidate the proceedings of that meeting.
10. A quorum, for the transaction of business at any meeting of members, shall consist of at least ten percent (10%) of the membership, but never less than six (6) members.
11. If, within thirty (30) minutes from the time appointed for a meeting, a quorum is not present, the meeting shall be adjourned. It shall be reconvened seven (7) days later at the same time and place. If a quorum is again not present within thirty (30) minutes of the appointed time, the members present shall constitute a quorum.
12. Each member of the Association shall be entitled to one (1) vote.
13. Questions and issues raised at all meetings shall be voted upon by a show of hands or by secret ballot if requested by at least ten percent (10%) of the members present at the meeting. Passage of a vote shall be by a simple majority. In the case of an equality of votes, the chairperson shall be entitled to cast a deciding vote, only if he has not previously cast a vote as a member. If the chairperson has cast such a vote, the motion is deemed to have been lost.
14. Voting by proxy is not permitted.
15. No Board Member may accept remuneration for services to the Association. However, a Board Member or Association member may be compensated for out-of-pocket expenses incurred while performing duties and tasks in support of the Association, including travel, following approval by the Board.
16. The Board of Directors shall ensure that none of its Directors participate in any discussion or vote on any resolution if a financial conflict of interest might exist with that Director.

Article 4. Board of Directors

1. The affairs of the Association shall be managed by a Board of Directors, who may exercise all such powers, and do all such acts and things as may be exercised or done by the Association as permitted by the Society Act and these bylaws.
2. The number of persons comprising the Board of Directors shall not be less than seven (7) or more than eleven (11). Each member of the Board is a Director.
3. In addition to the President, Vice-President, Secretary and Treasurer, who shall be known as Officers of the Association, the Board shall be comprised of between three (3) and seven (7) persons, who shall be known as Directors at Large. These individuals shall perform such duties as may be requested by the Board.
4. All Board members shall be members of the Association. Officers of the Association shall be elected at the Annual General Meeting and hold office for a period not to exceed one (1) year. Upon completion of a term, an individual may seek re-election.
5. Elections shall be by a majority vote through a show of hands. If no candidates are nominated, or volunteer, for a position then the previous incumbent may be re-appointed to fill that position.
6. Directors at Large shall be elected at the Annual General Meeting and hold office for a period not to exceed one (1) year. Upon completion of a term, an individual may seek re-election. Acceptance of nominees or volunteers will be by a majority vote through a show of hands. If there are more nominees or volunteers than positions, then the persons with the most votes shall be elected.
7. If a vacancy develops on the Board, however caused, the remaining Directors may appoint a qualified member of the Association to fill that vacancy, provided the appointment is approved by the members at the next General Meeting.
8. The Board may ask for the resignation of any member of the Board who is not in good standing, prior to the expiration of his term of office.
9. Members may, by special resolution, remove a director prior to the expiration of his term of office, and may elect a successor to complete the term of office.

Article 5. Duties of Board Members

1. The **President** shall preside at all meetings of the Association and the Directors, and be charged with the general management of the affairs and operations of the Association. If the President is not present within fifteen (15) minutes of the time scheduled for holding a meeting, the Vice-President shall act as the chairperson. If neither is present, the directors present may choose one of their numbers to be chairperson of that meeting, provided a quorum exists.
2. The **Vice President** shall carry out the duties of the President during his absence. He shall also organize the General Meetings and ensure the bylaws of the Association are upheld. In the absence of the Secretary, he shall be responsible for keeping minutes of any meetings.
3. The **Secretary** shall:
 - a. issue notices of meetings when required,
 - b. record all facts and minutes of proceedings of the Board, and of all meetings of the Association;
 - c. conduct the correspondence of the Association, through the Board, unless the Board decides otherwise:
 - d. maintain custody of all books, papers, records, keys, correspondence, and other documents belonging to the Association, except those documents required to be kept by the Treasurer, and those documents that the Board directs to be held in the custody of another Board Member, in accordance with the Society Act; and
 - e. maintain a register of all Association members.
4. The **Treasurer** shall:
 - a. keep the financial records, including books of accounts, necessary to comply with the Society Act;
 - b. open an account at a Credit Union, Chartered Bank or Trust Company, as directed by the Board, and rent a safety deposit box if deemed necessary;
 - c. receive, deposit and make disbursements of all monies of the Association. All disbursement shall be made under the direction of the Board, to whom regular reports shall be made;

- d. issue receipts for monies received by the Association;
 - e. be a Signing Officer of the Association;
 - f. render financial statements to the President, the Board and the Association when required; and
 - g. report at all General Meetings, and give an annual report at the Annual General Meeting.
5. At least two additional Officers of the Association shall be certified as Signing Officers.
 6. All cheques, bills of exchange, or other orders for the payment of monies, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by the Treasurer and one other Signing Officer.
 7. Signing Officers shall be determined by the Board.

Article 6. Administration

1. Committees may be formed by the Board, as required, to perform special functions and shall be chaired by a Director of the Association or a Board appointed chairperson. The committee chairpersons must report back to the Board of Directors at each Board of Directors meeting.
2. Members of committees shall conform to any rules that may be imposed by the Board.
3. Committee members may meet and hold meetings, as they deem necessary, under the direction of the committee chairperson.

Article 7. Amendments to Constitution and Bylaws

1. The Constitution and Bylaws of the Association shall not be altered or added to, except by Special Resolution at a General Meeting.

Article 8. Books and Records

1. The Board shall ensure that all necessary books and records of the Association, required by the bylaws of the Association, or by any applicable Statute of Law, are regularly and properly kept. The books and records of the Association may be inspected by members at any General Meeting, provided that at least five (5) days advance notice is given to the secretary.

Article 9. Rules of Procedure

1. Whenever possible, the Roberts Rules of Order, or the latest revisions thereof, shall govern proceedings at all Association meetings, except where such provisions are inconsistent with the Constitution and Bylaws of the Association. In such cases, the latter shall be followed.

Article 10. Dissolution of the Association

1. Upon dissolution of the Association, the assets remaining after the payment of all costs, charges and expenses properly incurred by the Association, including the remuneration of a liquidator if necessary, shall be distributed to a charitable organization(s) in Canada that is registered under the provisions of the Income Tax Act. The charitable organizations shall be designated by the Board of Directors. This clause is unalterable.

Article 11. Boundaries of the Association

1. In general, the boundaries of the Association shall include the areas of North and South Glenmore. These boundaries are periodically agreed upon in collaboration with neighbouring Associations. The exact perimeter lines and included streets may change from time to time, therefore a precise outline will not be incorporated in these bylaws. However, a current description may be obtained at any time from a serving Board Member.