

Stave Gardens community Association
Bylaws
July 2023

Part one interpretation

- 1.1 In these bylaws and all other bylaws of the society, unless the context otherwise requires:
- a) “address of the society” means the address of the society as filed from time to time with the registrar.
 - b) “Board” means the directors acting as authorized by the Constitution and these bylaws in managing or supervising the management of the affairs of the society and exercising the powers of the society as directed and approved by the general membership.
 - c) “Board resolution” means:
 - i) A resolution passed at a meeting of the board by a simple majority of the votes cast by those directors entitled to vote at such meeting:
 - ii) A resolution that has been submitted to all of the directors and consented to in writing by two thirds of the directors who could have been entitled to vote on it in person at the board meeting.
 - d) “Bylaws” mean the bylaws of the society as filed in the office of the registrar.
 - e) “Constitution” means the Constitution of the society as filed with the registrar.
 - f) “Directors” means those persons who have been elected as directors or appointed as replacement directors in accordance with these bylaws and have not ceased to be a director, and “director” means any one of them:
 - g) “Income Tax Act” means the income tax act of Canada as amended from time to time.
 - h) “Members” means any persons who have become members in accordance with these bylaws and have not cease to be members, and a member means anyone of them.
 - i) “officer” means an officer of the association elected pursuant to these bylaws
 - j) “Ordinary resolution” means:
 - i) resolution passed at a general meeting of the society by simple majority of votes cast by those members in titled boat at such meeting or
 - ii) a resolution that has been submitted to all members and consented to in writing by two thirds of the members who would have been entitled to vote on it in person at the general meeting of the Society
 - k) “Registrar” registrar means the Registrar of Companies for the Province of British Columbia
 - l) “Society” means Stave Gardens Community Association
 - m) “Societies Act” means the Societies Act of BC, SBC 2015, C. 18 as amended from time to time

- n) “special resolution” means any of the following:
 - i) a resolution passed at a general meeting of the Society by a majority of not less and two thirds of the votes cast by those members entitled to vote as such meaning; or
 - ii) a resolution consented to in writing by every member who would have been entitled to vote in person at a general meeting of the Society.

1.2 Except where they conflict with the definitions contained in these bylaws the definitions and the Societies Act on the date of these bylaws becomes effective apply to these bylaws and the Constitution.

Part 2 – Membership

- 2.1. Any adult who has resided within the community of Stave Falls for a minimum of four months will be eligible to become a voting member of Stave Gardens Community Association and shall be eligible to join and participate in the various activities of the Association, so long as residence in the community is maintained.
- 2.2. A request for membership is initiated by making written application to the directors. If the application is denied, a written explanation will be provided and the applicant will have the right to appeal to at the next general meeting. A simple majority vote of eligible members will sustain or reverse the question of membership.
- 2.3 Stave Falls Community is the area of Mission bordered by the west bank of the Stave River system on the east, The end of Stave Lake on the North, the Maple Ridge/Mission boundary on the west, the Ruskin Dam to the South.
- 2.4
 - a. Any member may resign by submitting a resignation in writing to the Secretary of the Society.
 - b. If, in the opinion of the General Membership or the Directors, a member has broken association with the Society either by failure to renew their membership and pay their annual dues, or by misrepresentation or by wrongful behaviour of any kind, their membership may be suspended or withdrawn by a two-thirds majority vote of the membership.
- 2.5 The membership fee shall be \$5.00 annually per person, payable up to the day before the Annual General Meeting. No memberships will be issued on the date of the Annual General meeting. Memberships are valid for the Association’s calendar year.
- 2.5. Membership in the Association is not transferable.

Part - 3 Meeting of Members

- 3.1 The general meetings of the society shall be held at such time and place, in accordance with the Societies Act, as the board shall decide.
- 3.2 Every general meeting other than an annual general meeting is an extraordinary general meeting.
- 3.3 The Board may, whenever it thinks fit, convene an extraordinary general meeting.
- 3.4 At least 7 days written notice of a general meeting shall be given to members entitled to receive notice; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

- 3.5 Notice of a general meeting shall specify the place, the day and the hour of the meeting.
- 3.6 The accidental omission to give notice of the general meeting to, or the nonreceipt of doing this notice, by any of the members entitled to receive notice does not invalidate the proceedings at that meeting
- 3.7 Zoom attendance will be facilitated at all meetings other than the Annual General Meeting
- 3.8. An annual general meeting shall be held at least once in each calendar year.

Part – 4 Proceedings at Association meetings

- 4.1 All meetings of the Association shall be conducted following Robert’s Rules of Order.
- 4.2 Minutes of all Association Meetings shall be made available to the membership by posting on the Association’s website. In camera items will be reported by topic and outcome.
- 4.3 Notice in writing shall be given to all members at least seven (7) days in advance of the Annual General Meeting.
- 4.4. The Society shall operate with and be under the control of an Executive consisting of the following:
 - one Chair
 - one Secretary/Co-Chair
 - one Treasurer
 - one Communications Chair
 - three Directors at large
- 4.4 The above Executive is to be elected for a period of one year at the Association’s Annual General Meeting. Individuals may hold an Executive position for no more than two consecutive terms. The Society Executive shall retire at the next annual general meeting following the date of their election. The outgoing Executive at an Annual General Meeting shall be responsible for conducting that meeting from adoption of the agenda to the presentation of Reports. Before proceeding to the election of officers for the coming year, the outgoing Executive shall resign their positions and turn over control of the meeting to Nominations Chair.
- 4.5 The Nomination Chair shall be appointed by the membership at a general meeting one month prior the Annual General Meeting. The General Meeting will also appoint two scrutineers to assist the Nomination Chair.
- 4.6. During their one-month term, the Nomination Chair shall be solely responsible for:
 - a) Managing the Association’s membership from the October general meeting until the election
 - b) Accepting, and collating names of nominees.
 - c) Publishing a list of candidates and their background information one week prior to the election
 - d) Printing, distributing, counting and recording ballots
 - e) Chairing all election proceedings
 - f) Conducting a minimum of one advanced voting poll

- 4.7 Any member who receives of 50% plus one of the votes of the voting members shall immediately assume office. In the event of more than two candidates for any executive position, a run-off election shall be held immediately, eliminating the candidate with the fewest votes, until one candidate has the necessary majority. Only members in good standing shall be eligible for office. Elections shall be by ballot except in cases where only one nomination is presented.
- 4.8 The members may by a two thirds vote remove a member of the executive before the expiration of their term of office and may elect a replacement Board member.
- 4.9 No member of the Executive shall receive remuneration for his or her services.
- 4.10 A minimum of three directors and five members shall constitute general meeting quorum.
- 4.11 Under direction of the membership, the Executive shall be responsible for running and maintaining the various activities of the Association and a simple majority of directors shall determine the actions of the organization. All Executive decisions are subject to the oversight of the membership at a general meeting
- 4.12 The Executive shall meet as necessary to discuss the affairs of the Association. A quorum of the Executive shall consist of three members.
- 4.13 Special meetings of the membership may be called by a quorum of the Executive, or ten non-executive members, provided notice in writing has been given to all members at least seven days in advance.
- 4.14 The Chair shall have general oversight of the activities of the Association. They shall be the Chairman of the Executive and presiding officer at all regular or special meetings. The Co-Chair shall perform the duties of the Chair when she/he is unable to attend to them.
- 4.15 Funds belonging to the Association's operating account(s) shall be under the jurisdiction of the Treasurer. Cheques or electronic withdrawals shall be signed by him/her and the Chair or Co-Chair, with the approval of a majority of the Executive. Capital Reserve funding can only be accessed with prior approval of the membership at an annual general meeting. A minimum of one month written/publicised notice in the form of a formal notice of motion must be made before any funds are removed from the Capital Reserve Fund(s). Annual interest earned by the Capital Reserve Fund (CRF) shall be allocated to either the CRF or operational funds at the discretion of the membership at the Annual General Meeting. The Treasurer shall keep proper records of all transactions. These records shall be the property of the Association.
- 4.16 Any member of the Executive shall have the right to call a meeting of that body at any time and it shall be the duty of the Chair to see that all Executive members shall be duly notified of such meetings at least three days in advance, by sending a notice of intent to the Executive.
- 4.17 The Secretary shall keep minutes of both the Executive meetings and the General meetings and shall conduct the correspondence of the Association upon vote of the Executive. These records shall be the property of the Association and posted, prior to the next scheduled general meeting, as permanent files on the Association's website.
- 4.18 The By-laws may be amended by a two thirds vote of the members present at a general meeting. Notice of such meeting and purposes of same shall have been moved as a notice of motion at least one month prior to the date of the meeting. Said notice must state what in particular is proposed to be amended within the By-laws.

- 4.19 With a two thirds majority approval of the general membership, the Association may acquire, own, dispose of, improve, encumber and convey property, real and personal, for the Association purposes, in conformity with the laws of the Province of British Columbia.
- 4.20 The books and records of the Association may be inspected by the members within two weeks of a written request to the Executive. A record of funds spent and funds received along with a description for each transaction shall be included in the written Treasurer's report at each general meeting.

Part 5 – Miscellaneous

- 5.1. The bank of the Association shall be a chartered bank or credit union in the District of Mission, as directed by the Executive.
- 5.2. The Association shall be deemed not to be subsidiary of any other society or corporation.

Part 6 - Dissolution

- 6.1. In the event of the dissolution or winding up of the Association, whether voluntary or involuntary:
- a) Members of the Association shall not be entitled to receive any assets of the Society
 - b) any and all debts of the Society shall be paid
 - c) any and all remaining assets of the Association shall be paid, transferred or assigned to a "charitable organization" defined pursuant to the provision of the Income Tax Act, and approved by the Canada Customs and Revenue Agency, having similar goals, objectives and philosophies as the Association, and as members of the Association in their discretion may determine.
 - d) upon dissolution the Association will appoint a "record keeper" to maintain their corporate records following dissolution in, or for inspection in, British Columbia.