

**BY-LAWS OF THE
HASTINGS COMMUNITY ASSOCIATION**

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 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.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

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

PART 2 – MEMBERS

Application for membership

2.1 A person shall become a member of the Society for the calendar year upon registration for a program at the Hastings Community Centre, unless they choose to opt out of membership.

2.2 The following membership categories shall be established:

(a) Members aged 18 years or older, who are eligible to vote at general meetings and are otherwise entitled to all rights and subject to all duties outlined for members herein, and;

(b) Members aged 17 and under, who are not eligible to vote at general meetings and are otherwise entitled to all rights and subject to all duties outlined for members herein.

Duties of members

2.3 Every member must uphold the constitution of the Society and must comply with these Bylaws.

- 2.4 All members must, to the best of their ability, endeavor to promote a high standard of community effort in all matters of interest to the Hastings Community Association in accordance to its constitution and mission.
- 2.5 A member to be in good standing and entitled to the rights of members must be one who is not indebted in dues of any kind to the Association.
- 2.6 The amount of the annual membership dues, if any, must be determined by the Board.
- 2.7 If any member conducts themselves so as, in the opinion of the directors, to injure the welfare of the Association in contrast to these Bylaws or the Association's policies and/or constitution, the directors may
 - (a) send to the member written notice of the proposed suspension or expulsion, including reasons, and
 - (b) give the member a reasonable opportunity to make representations to the society respecting the proposed suspension or expulsion.

If, after the above process is followed, the directors deem the suspension or expulsion necessary, the directors may

- (c) recommend suspension or expulsion at the next regular meeting of the Board of Directors, and
- (d) call a General Meeting and propose a special resolution, when the directors' recommendation for suspension or expulsion before becoming final must be sustained by a two-thirds (2/3) majority of the members present at the meeting.

Member not in good standing

- 2.8 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

- 2.9 A voting member who is not in good standing
 - (a) may not vote at a general meeting, and
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

- 2.10 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

- 3.1** A general meeting must be held at the time and place the Board determines.
- 3.2** General Meetings shall be called at any time by the Secretary upon them receiving a written request signed by the President and six (6) other Board Members or by ten (10) percent or more of the regular members in good standing. Such written requests should stipulate the reason for calling such a meeting and the matters to be discussed. Notices of any AGM or Special Meeting will be posted in the centre and communicated to members by email at least fourteen (14) days prior to the date of such meeting, as well as by posting on the Association's website at least twenty-one (21) days before the meeting.
- 3.3** An Annual General Meeting (AGM) shall be held once per calendar year.

Ordinary business at general meeting

- 3.4** 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) election or appointment of directors;
 - (e) appointment of an auditor, if any;
 - (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

- 3.5** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

- 3.6** The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair;
 - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

- 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.

Quorum required

- 3.8** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.
- 3.9** The quorum for the transaction of business at a general meeting is 7 voting members in good standing. If there is not a quorum at the General meeting, then there must be a motion made as follows: “to adjourn the General meeting to a specific future date.” This future date must be before the next regular Board meeting.

Lack of quorum at commencement of meeting

- 3.10** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and 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.

If quorum ceases to be present

- 3.11** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

- 3.12** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 3.13** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

- 3.14** 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;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) 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,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

- 3.15** 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.
- 3.16** At an AGM or a General Meeting all members in good standing shall be entitled to one (1) vote. A simple majority shall be sufficient to validly decide and carry any and all matters submitted to any meeting.

Announcement of result

- 3.17** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

- 3.18** Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

- 3.19** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.
- 3.20** Matters, including motions, are required to be submitted to the Secretary of the Association at least 21 days prior to meeting for consideration. Unplanned motions from the floor will be banked to the following Board meeting of directors for consideration.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 3 and no more than 14 directors.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board. Directors will be elected for 1 year terms until the following Annual General Meeting.

4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board. Should any vacancy occur, such position(s) may be filled by appointment of the Board of Directors to hold office until the next Annual General Meeting.

Qualifications of directors

4.4 A person must not be a director of a society if the person is not qualified under the Bylaws to be a director.

4.5 A director of a society who is not, or who ceases to be, qualified under the Bylaws to be a director must promptly resign.

4.6 A person is qualified to be a director of a society only if the person is an individual who is at least 18 years of age, with the exception of the youth director, who shall be an individual between 16-18 years of age.

4.7 An individual is not qualified to be a director of a society if the individual is

- (a) found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs,
- (b) an undischarged bankrupt, or
- (c) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless
 - (i) the court orders otherwise,
 - (ii) 5 years have elapsed since the last to occur of
 - (A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed,
 - (B) the imposition of a fine,
 - (C) the conclusion of the term of any imprisonment, and
 - (D) the conclusion of the term of any probation imposed, or

- (iii) a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

Directors' conflicts of interest

4.8 The handling of disclosure of a director's interest, their resultant accountability, and the relevant validity of contracts shall be those set out in the Act and Amendments thereto.

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

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

Proceedings valid despite omission to give notice

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.

Conduct of directors' meetings and voting procedures

5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is 40% of the directors.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 Directors must be appointed to the following Board positions by the current Board however they see fit. A director, other than the president, may hold more than one position:

- (a) president;
- (b) first vice-president;
- (c) second vice-president;
- (d) secretary;
- (e) treasurer.

6.2 The immediate past president shall be a non-elected, voting eligible member of the Board of Directors.

6.3 A member to qualify for nomination to become a director of the Association, must be a member at least one month prior to elections being held.

Directors at large

6.4 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

6.5 One seat on the Board will be reserved for a youth association member ages 16-18. This member will be appointed at the discretion of the current Board and will be voting eligible. If the seat becomes vacant and not filled by a youth, the current Board may appoint another director at large.

6.6 Any member of the Board of Directors who is absent from three (3) consecutive directors meetings without previously notifying the chair, will be struck off the list of directors.

6.7 It shall be the duty of the Board of Directors of the Association to supervise, conduct the business, discipline and management of the Association in such manner as they think best serves the Association. The directors may delegate any but not all, of their powers to staff, committees, volunteers and members as they see fit.

6.8 The Board can approve representation to serve on the Board of Directors from the president or a delegate of any organized club who represents a large community membership in good standing, i.e. Little League, Rockhounds. All Board meetings are open to members and clubs representatives.

Role of president

6.8 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-presidents

6.9 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.10 The secretary is responsible for doing, or making the necessary arrangements for, the following:

(a) issuing notices of general meetings and directors' meetings;

(b) taking minutes of general meetings and directors' meetings;

(c) keeping the records of the Society in accordance with the Act;

(d) conducting the correspondence of the Board;

(e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.11 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.12 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society’s financial transactions;
- (c) preparing the Society’s financial statements;
- (d) making the Society’s filings respecting taxes.

Appointment of committees

6.13 It shall be the duty of the directors to appoint Committees as required.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director 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.

Signing authority

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 a vice-president together with one other director,
- (c) if the president and both vice-presidents are unable to provide signatures, by any 2 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.

PART 8 – GRANTING OF LIFE MEMBERSHIPS

8.1 Honorary Life Memberships may be granted at the discretion of the Association and duly authorized at the Annual Meeting of the Association. Such Memberships enjoy the full privileges of the Association.

PART 9 – EXERCISE OF BORROWING POWERS

- 9.1** The borrowing powers of the Association shall be those set out in the Act and Amendments thereto, and may be exercised by the President, Treasurer and/or Secretary when authorized by and on behalf of the Association.

PART 10 – AUDIT OF ACCOUNTS

- 10.1** Once yearly, the books of the Association shall be audited and certified by a Chartered Accountant or Certified General Accountant.

PART 11 – RECORDS OF THE SOCIETY

- 11.1** Members of the Association upon request, may inspect and are limited to the records listed below. Inspection of records by any person, other than a director, requires a 14 day notice and is subject to Section 23 – 28 of the Act:
- (a) the society's certificate of incorporation;
 - (b) the constitution of the society;
 - (c) the bylaws of the society;
 - (d) the statement of directors and registered office of the society;
 - (e) records provided by the registrar;
 - (f) a copy of each order made in respect of the society;
 - (g) the society's register of directors, including contact information provided by each director;
 - (h) each written consent to act as director and each written resignation of a director;
 - (i) each record evidencing a disclosure by a director or senior manager;
 - (j) the society's register of members, including contact information provided by each member;
 - (k) the minutes of each meeting of members, including the text of each resolution passed at the meeting;
 - (l) a copy of each ordinary resolution or special resolution;
 - (m) and the financial statements of the society.

PART 12 – PREVIOUS CONSTITUTIONAL PROVISIONS

- 12.1** In the event of the dissolution of the Association, any money or assets remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organizations in British Columbia, promoting the same objectives as this Association as may be determined by

its members at the time of dissolution; failing such determination, then such money and assets shall be given to some other organization, provided that such organization shall be a non-profit organization, charitable corporation, or a charitable trust recognized by Revenue Canada as being qualified as such under the Income Tax Act of Canada, from time to time in effect. This clause is unalterable.