

# **Bylaws of 108 Mile Ranch Community Association (the “ Society”)**

## **PART 1 - DEFINITIONS AND INTERPRETATION**

### **Definitions**

In these Bylaws:

- 1) **“Act”** means the *Societies Act* of British Columbia as amended from time to time;
- 2) **“Board”** means the directors of the Society;
- 3) **“Bylaws”** means these Bylaws as altered from time to time;
- 4) **“Committees”** means either a group of individuals appointed by the President charged with a specific, continual function within the Society or established for a fixed, temporary term to assess, investigate and report on a particular issue;
- 5) **“Executive”** means the President, Vice President, Secretary and Treasurer;
- 6) **“Organization, Business Members”** means an association, business, cooperative, corporation or society; with location in 108 Mile Ranch
- 7) **“Resident”** means a person who lives in a property that is assessed a Parcel Tax for the payment of expenses of the 108 Ranch Community Hall
- 8) **“Parcel Tax”** is set by the Cariboo Regional District for insurance and certain utility expenses of the Hall and is collected through the Property Tax System by the Ministry of Finance of British Columbia. Payment of the Parcel Tax does not confer any other rights or privileges other than to define a resident for the purposes of the Society.
- 9) **Definitions in Act apply**
  - a) The definitions in the Act apply to these Bylaws.
- 10) **Conflict with Act or Regulations**
  - a) 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**

### **11)108 Resident (non-voting)**

- a) all Residents as defined above,
- b) are over the age of 18 years,
- c) may attend all meetings of the Society except, unless by invitation, the Board Meetings,
- d) have a voice, at the discretion of the Chair of the meeting, but may not vote at any meeting of the Society, such as the Annual General Meeting (AGM), Extraordinary General meetings (EGM) or on Special Resolutions,
- e) are not eligible to receive notice to members as required below for voting members. Advice of meetings will be communicated through the 108 RCA website, news paper advertising and/or other media.

### **12)Voting Members**

- a) are all Residents and, have completed a membership application stating Name, Contact Information, and date joined and
- b) paid an annual membership fee, currently at \$10.00 per year
  - i) Residents may choose to pay for a 5 year membership, currently \$35.00.
  - ii) The year is defined as January 1 to December 31
  - iii) For those who in past years have purchased a life time membership, those will continue to be honoured
- c) are considered the corporate body of the Society and
  - i) responsible for the Constitution and Bylaws of the Society,
  - ii) ensures that the Board of Directors is duly elected,
  - iii) follows the Constitution and Bylaws,
  - iv) adhere to any other resolutions that may be passed at an AGM or EGM.
- d) For residents who were not members in the immediate past year, their membership fees and information must be received by the Secretary at least 3 months prior to an AGM
- e) The membership fee may be altered by Board Resolution, but in no case may be less than \$10.00 (or \$35.00) except that any member previously deemed a life member will retain that designation for his or her life.
- f) have the right to attend, have voice and can vote on all matters pertaining to the Society at the AGM, EGM and on Special Resolutions,
- g) have the right to attend Board meetings, as observers and will not have the right to speak unless requested by the Chair, nor vote on any Board resolutions,
- h) are able to request copies of minutes of all meetings from the Secretary, including AGM, EGM and Board

- i) will have the right to examine copies of all financial statements, monthly and annually on request to the Treasurer,
- j) have access to copies of current members list on request to the Secretary and use as restricted under the Act Section 25.

### **13) Business Member**

- a) Will have an establishment or home based business in the 108 Mile Ranch, associate business members are outside the 108 Mile Ranch area.
- b) paid annual fee currently \$40.00 or as set out by Board Resolution,
- c) will appoint a person, in writing to the Board, as its designated representative at any meeting of the Society including AGM, EGM and vote on Special Resolution,
- d) the representative will be a Voting Member as defined above, excluding associate business members
- e) any member appointed as representative will have only one (1) vote on any issue and not a second vote as Member under Section 12
- f) as a Business Member their business will have the additional right to have a spot for their business at the Annual 108 Business Fair without charge, excluding associate business members

### **14) Duties of Voting Members**

- a) Every member must uphold the Constitution and Bylaws of the Society,
- b) Pay their membership dues each year prior to January 1
  - i) existing Voting Members may pay at the start of an AGM for the next year,
  - ii) new Voting Members must pay 3 months prior to an AGM in order to vote
- c) Members are encouraged to volunteer to assist in the operation of the 108 Ranch Community Hall (Hall) and in various tasks to raise funds to support the operation of the Hall.
- d) If members vote to have an Auditor (Section 52) then they pay a portion of the Auditors fees calculated as the Auditors total fee divided by the number of voting members, and added to each member's annual fee

### **15) Voting Members not in good standing**

- a) all Voting Members are in good standing except;
- b) an existing Voting Member who fails to pay the annual membership fee or any other fee levied by these bylaws before an AGM, that Member will remain not in good standing as long as the fees remain unpaid.
- c) Voting Members not in good standing may attend any meeting but will not have a voice or vote,
- d) A Voting Member may be expelled in accordance to the regulations of the Society's Act.

## **PART 3 - GENERAL MEETINGS OF MEMBERS**

### **16) Types of General Meetings**

- a) Annual General meetings (AGM) details below
- b) Extraordinary General meeting (EGM)
  - i) To deal with issues arising between any AGM
  - ii) Such issues may be detailed in a Special Resolution sent out with notice of meeting
  - iii) Special Resolutions must be passed by a 75% of Voting Members present

### **17) Time and place of Annual General Meeting (AGM)**

- a) An AGM must be held at the time and place that the Board determines within each calendar year

### **18) Ordinary business at Annual General Meeting**

- a) At a general meeting, the following business is ordinary business:
  - i) elect an individual to chair the meeting, if necessary
  - ii) determine that there is a quorum;
  - iii) approve the agenda;
  - iv) approve the minutes from the last general meeting;
  - v) deal with unfinished business from the last general meeting;
  - vi) deal with any matters about which notice has been given to the members in the notice of meeting;
  - vii) 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,
  - viii) receive any other reports of activities and decisions since the previous annual general meeting,
  - ix) elect or appoint directors,
  - x) Officers of the Society will be elected or appointed by the Directors at the first Board meeting after the AGM
  - xi) appoint an auditor, if any;
  - xii) terminate the meeting.

### **19) Notice of AGM and/or Extraordinary General Meeting (EGM)**

- a) A notice of AGM 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.

- b) An EGM is called by the Directors to deal with any business or Special Resolutions requiring the approval of the Voting members not dealt with at an AGM.
- c) Notice of any meeting may be by mail, by email or other electronic means so long as it is possible to verify that all Voting Members have been advised of the meeting
- d) Notice of meeting must detail any Special Resolutions or other motions not considered ordinary business to be considered at that meeting

## **20) Chair of AGM or EGM**

- a) The president is to preside as the chair of any general meeting.
- b) If the president is unable to preside as the chair, then the vice president is to preside.
- c) If neither the president nor vice president, then the board shall appoint one of the directors present to chair the meeting.
- d) If there is no Director or 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 in attendance must elect an individual present at the meeting to preside as the chair.

## **21) Quorum for General Meetings**

- a) the quorum for the transaction of business at an AGM or EGM is either five (5) Voting Members or 10% of the number of Voting Members, whichever is **greater**.

## **22) Lack of quorum at commencement of meeting**

- a) At the start of every EGM or AGM the secretary will advise the number of Voting Members in good standing, and then state the 10% number required for Quorum
- b) If, within 30 minutes from the time set for holding any general meeting, a quorum of Voting members is not in attendance, then
  - i) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
  - ii) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and, if applicable, place,
- c) The secretary or designate will be responsible to advise Voting members of the change of date, time and venue.
- d) Notice can be by any applicable means including email, messaging, telephone newspaper and bulletin board ads
- e) 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.

### **23) If quorum ceases to be present**

- a) If, at any time during an AGM or EGM there ceases to be a quorum of Voting Members present, business then in progress must be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.

### **24) Adjournments by Chair**

- a) The Chair of an AGM or EGM may, or if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and, if applicable, 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.
- b) The secretary will advise members of the new location Date and Time of the continuation of the adjourned meeting

### **25) Methods of voting**

- a) At an AGM or EGM voting may be by
  - i) a show of voting cards, show of hands,
  - ii) an oral vote or
  - iii) another method that adequately discloses the intention of the voting members,
- b) 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.
- c) Secret ballots are to be conducted by the secretary unless a conflict may exist, then by any Board member
- d) The chair of the meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
- e) In special cases where the Notice of Meeting for an EGM or Special Resolution so indicates, the Board may determine that Online Voting will be permitted along with detailed instructions as to how that voting will take place. Such voting must allow all Voting Members the ability to participate.
- f) Voting by proxy is not permitted.

### **26) Matters decided at general meeting by ordinary resolution or Special Resolution**

- a) A matter to be decided at an AGM must be decided by ordinary resolution, that is approved by  $\frac{1}{2}$  of Voting Members present plus 1, unless the matter is required by the Act or these Bylaws to be decided by Special Resolution or by another

resolution under the Act having a higher voting threshold than the threshold for an ordinary resolution.

- b) Matters requiring a Special Resolution to be passed by 75% Voting Members present
  - i) Voting to expel a voting member for cause
  - ii) Voting to remove a director or officer
  - iii) borrowing beyond limits set in these bylaws
  - iv) changes to the Constitution and to these bylaws

## **PART 4 — DIRECTORS**

### **27) Responsibilities of Directors**

a) **General Powers of Directors:** Directors are granted broad powers to act on behalf of the society, and their actions must align with the rules set out in the constitution.

- b) **Limitations on Powers:** Their powers are subject to:
  - i. **Laws:** They must adhere to all applicable laws affecting the Society.
  - ii. **These Bylaws:** They must operate within the boundaries set by the society's own bylaws.
  - iii. **Rules from General Meetings:** Any rules made by the Society during a general meeting must be followed, as long as they are not inconsistent with the bylaws.

### **28) Qualifications of Directors**

- a) Pursuant to the Act, a person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if they:
  - i) are less than eighteen (18) years of age;
  - ii) have been found by any court, in Canada or elsewhere, to be incapable of managing their own affairs;
  - iii) are an undischarged bankrupt; or
  - iv) have been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Act.
  - v) In addition to the foregoing, a person must be a Voting Member in good standing in order to be nominated or elected to serve (or continue to serve) as a Director.

### **29)Number of Directors on Board**

- a) The Society must have no fewer than 5 and no more than 11 directors,
- b) All Officers are Directors of the society

### **30)Election or appointment of directors**

- a) At an AGM or EGM, the Voting Members must elect or appoint the Directors by a simple majority of the members present.

### **31)Directors may fill casual vacancy on Board**

- a) The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the Director's term of office.
- b) The Board may not fill Director positions left vacant at an AGM
- c) If the number of Directors falls below 5, a Board member must call an EGM to elect Directors
- d) At all times the Board shall appoint any vacant Officer positions from among the Directors elected at an AGM. If that is not possible the Board must call an EGM to elect new Directors so the Board can fill the vacant Officer positions
- e) If both the President and Vice-President positions become vacant, the Secretary or another Board member shall call a meeting of the Voting Members to elect new Directors and the Directors shall then elect or appoint directors to those positions

### **32)Term of appointment of director filling casual vacancy**

- a) A Director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created a vacancy.

### **33)Term of Office**

- a) The term of office for Officers and Directors shall be 2 years
  - i) Unless the Voting Members at an EGM or AGM resolve that a term should be for a shorter period.
  - ii) Voting Members may also establish that 1/2 of the Directors are elected at each AGM

### **34)Ceasing to be a Director**

- a) A person will immediately cease to be a Director upon the date which is the later of:



- i) the date of delivering their resignation in writing to the President or to the address of the Society; and
- ii) the effective date of the resignation stated therein;
- iii) upon the expiry of their term;
- iv) upon the date such person is no longer qualified pursuant to Bylaw 4.1;
- v) upon their removal by Special Resolution; or
- vi) upon their death.

## **PART 5 – PROCEEDINGS OF Board Meetings**

- 35)** The Directors may make such rules and regulations for the conduct of their business as they think fit,
- a) provided that such rules and regulations are not contrary to the Act or
  - b) inconsistent with the Constitution and these Bylaws.
  - c) Board resolutions or motions do not require a seconder,
    - i) The Chair has the right to put forward motions and has a vote
    - ii) The Chair will not have a second or tie breaking vote
    - iii) In the event of a tie vote, the resolution or motion will fail

### **36) Calling of Board meetings**

- a) Board meetings may be called by the President or by any 2 other directors.
- b) No formal written notice of any Board meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held in their absence.
- c) It is not necessary to give notice of Board Meeting to a Director if the meeting is to be held immediately following a meeting of Members at which that Director was elected or appointed, or is the meeting of the Directors at which that Director is appointed.

### **37) Attendance at Board Meetings**

- a) Every Director is required to attend each Board meeting if at all possible.
- b) Other Voting Members are permitted to attend meetings of the Board as observers only
- c) the Board may invite any person or persons to attend one or more meetings of the Board as advisors or guests and may request them to speak to specific issues

### **38) Meetings held by electronic means**

- a) Any meeting of the Directors may also be held, or any Director may participate in any meeting of the Directors by
  - i) telephone, conference call or other communications medium, including messaging or e-mail, as long as
  - ii) all the Directors participating in the meeting are able to communicate with one another.
- b) All such Directors so participating in any such meeting will be deemed to be present in person, counted as part of Quorum, at the stated location of such meeting and will be entitled to vote in a manner that adequately discloses their intentions.

### **39) Quorum of Directors**

The quorum for the transaction of business at a Board meeting is the presence of the one Officer acting as Chair and a majority of Directors.

### **40) Director Conflict of Interest**

- a) A Director who has a direct or indirect cash or monetary gain or interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:
- b) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- c) will disclose fully and promptly the nature and extent of their interest in the contract, transaction or matter;
- d) is not entitled to vote on the contract, transaction or matter;
- e) will absent themselves from the meeting or portion thereof:
  - i) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
  - ii) in any case, during the vote on the contract, transaction or matter; and refrain from any action intended to influence the discussion or vote.
- f) The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

### **41) Chair**

- a) The President will chair all meetings of the Directors, but
  - i) if the President has given prior notice that he or she will be unable to attend, or
  - ii) if at a meeting the President is not present within 15 minutes after the time appointed for holding the meeting, the Vice-President will act as chair.

- iii) If neither the President nor the Vice-President are present, the Directors may choose one of their number to be chair at that meeting.

#### **42) Consent resolution**

- a) A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board Meeting, is valid as if passed at a meeting of the Directors.
- b) Such resolution must be included in the next Board meeting Minutes indicating the resolution was passed previously in writing.

### **PART 6 – BOARD POSITIONS**

#### **43) Election or appointment to Board Positions**

- a) The Directors must elect or appoint the following Officers at the first Board meeting following the latest AGM
  - i) President;
  - ii) Vice-President;
  - iii) Secretary; and
  - iv) Treasurer.
- b) Except for the President, all other Directors may hold 2 Officer positions

#### **44) Role of President**

- a) The President is the Chair of the Board and is responsible for supervising the other directors and staff if any in the execution of their duties.

#### **45) Role of Vice-President**

- a) 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.

#### **46) Role of Secretary**

- a) The Secretary is responsible for doing or making the necessary arrangements for the following:
  - i) issuing notices of AGM, EGM and Board meetings;
  - ii) taking minutes of AGM EGM and Board meetings;
  - iii) keeping the records of the Society in accordance with the Act;
  - iv) conducting the correspondence of the Board;
  - v) filing annual report of the Society and making any other filings with the registrar under the Act.
  - vi) Provide reports and records as requested by Voting Members

- b) In the absence of the Secretary from any meeting, the Board must appoint another individual to act as secretary for that meeting.
- c) The Secretary may use electronic means to record any meetings to facilitate accurate written records. Such recording must be kept for 1 year.

#### **47) Duties of Treasurer**

- a) The Treasurer is responsible for doing, or making the necessary arrangements for the following:
  - i) receiving and banking monies collected from the members or other sources;
  - ii) keeping accounting records in respect of the Society's financial transactions;
  - iii) preparing the Society's financial statements;
  - iv) making the Society's filings respecting taxes.
  - v) Provide financial reports to Directors and on request to Voting members
  - vi) Assist with an Appointed Auditor if one exists

#### **48) Committees**

- a) The Board may establish committees and appoint members as need arises from time to time, and each committee shall
- b) have as one of its members a Board member whose responsibility it is to report to the Board.
- c) The Board shall provide instructions for the guidance of each committee and shall require from time to time reports from the chairs of committees.

### **PART 7 - REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

#### **49) Remuneration of directors**

- a) These Bylaws do not permit the Society to pay a Director remuneration for being a Director, except
- b) The Society may, subject to the Act, and upon prior Board approval pay remuneration to a Director for services provided by the Director acting in the Director's professional capacity to the Society
- c) Expenses incurred by a Director, with the prior approval of the Board, acting on behalf of the Board or members may be refunded
- d) Expenses relating to Board Errors and Omission and other insurance is specifically permitted and not considered remuneration

#### **50) Signing authority**

- a) A contract or other record to be signed by the Society must be signed on behalf of the Society;
  - i) by the president, together with one other director,

- ii) if the president is unable to provide a signature, by the vice-president together with one other director,
- iii) if the president and vice-president are both unable to provide signatures, by any 2 other directors as authorized by the Board,

### **51) Borrowing**

- a) The Board may authorize accounts with suppliers, trades persons, and Credit Cards up to a cumulative maximum of \$10,000.00
- b) Any borrowings that exceed that total amount or require a charge against assets of the Society will require a Special Resolution passed by the Members at an AGM or EGM

### **52) AUDITOR**

- a) This Part applies only where the society is required or has resolved to have an auditor.
- b) The Auditor will report to the Membership of the Society and is not part of the Board
- c) The first auditor shall be appointed by the directors
- d) In the event the Auditor is unable to fulfill their duties, the Board will call a meeting of Voting members to vote for a replacement
- e) At each AGM the Members shall appoint an auditor to hold office until re-election or until a successor is elected at the next AGM.
- f) An auditor maybe removed by Special resolution.
- g) An auditor shall be promptly informed in writing of appointment or removal.
- h) No director and no employee of the society shall be an auditor.
- i) The auditor should attend the AGM to report to the members

## **PART 9 - BYLAWS**

On being admitted to membership, each member is entitled to and the society shall on request, without charge, provide a copy of the constitution and bylaws of the society.

These bylaws shall not be altered or added to except by special resolution.