Bylaws of the Fort Langley Community Association

Part 1 — Interpretation

1.1. In these bylaws, unless the context otherwise requires:

"directors" means the members elected or appointed to the board subject to the bylaws;

"members" means people who meet the criteria for membership and have voluntarily joined the society;

"executive" means directors who have been given specific responsibilities in running or governing the society;

"registered address" of a member means the member's address as recorded in the register of members.

"*Societies Act* " means the *means the Societies Act [SBC 2015] CHAPTER 18* from time to time in force and all amendments to it;

"Map" means the document showing the catchment area designated as the Fort Langley Community Area.

"the Society" means the Fort Langley Community Association (FLCA)

"Directors meeting" means a meeting of directors to manage and administer the affairs of the Society.

"**Special Resolution**" is a motion including, but not limited to, bylaw revision, constitution revision, expulsion of a member, or substantial financial expenditures.

1.2. The definitions in the *Societies Act* on the date these bylaws become effective apply to these bylaws.

1.3. Words importing the singular include the plural and vice versa, and words importing a male person include all genders.

Part 2 — Membership

2.1. Membership eligibility in the Society is defined by the following criteria:

All residents, age nineteen and older, whose primary residential address is in the Fort Langley area as defined in the Map attached to the Bylaws titled "Appendix A - Membership Eligibility Catchment Map";

or

All commercial property owners and owners of businesses, age nineteen and older, where the business or commercial property address is in the Fort Langley area as defined in the Map;

or

Anyone, age 19 and older, who sits on the board of directors with a Fort Langley community non-profit organization that is incorporated under the Societies Act.

2.2. An eligible applicant may apply to the directors for membership in the Society in a written form approved by the directors.

2.3. On being accepted to membership, each member is entitled to, and the Society must provide the member without charge, access to a copy of the constitution and bylaws of the society.

2.4. Every member must uphold the constitution and comply with these bylaws and rules.

2.5. Members are entitled to one vote at the AGM and at special general meetings, subject to any restrictions in these bylaws.

2.6. Members may propose a motion for consideration as per the Societies Act.

2.7. A person ceases to be a member of the Society:

a) when a member no longer meets the membership criteria as stated in the Society's bylaws and rules,

b) by delivering their written resignation to the Society,

c) when a member receives written notification of expulsion.

2.8. Expulsion of a member:

a) The written notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

b) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at a directors' meeting before the special resolution is put to a vote.

Part 3 — Notices to Members

3.1 A notice may be given to a member, either personally, or by email to the member's email address, or by mail to the member at the member's registered address.

3.2 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

3.3 Notice of meetings, with the exception of directors' meetings, must be given to every member shown on the register of members on the day notice is given.

3.4 Notice of a meeting must include every special resolution to be proposed or considered at the meeting.

Part 4 — Directors and Executive

4.1 All directors must be members in good standing and eligible for membership in the Society.

4.2 No elected public official (municipal, provincial, or federal) is eligible to become a director.

4.3 All directors must abide by the Society's code of conduct as determined from time to time by the directors.

4.4 The directors may exercise all the powers and do all the acts and things that the Society may exercise and do. The directors are subject, nevertheless, to complying with the following:

a) all laws affecting the Society,

b) these bylaws, and

c) the rules, not being inconsistent with these bylaws, that are made from time to time by the Society in a general meeting.

4.5 A rule, made by the Society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

4.6 The Chair, Vice-Chair, Secretary and Treasurer must be directors in the Society. These four positions constitute the executive for the Society.

4.7 The number of directors must be no less than 4 and no greater than 11.

4.8 All directors must attend at least 4 meetings per fiscal year to be eligible to appear the next year's ballot.

4.9 The directors may at any time and from time to time appoint a member as a director to fill a vacancy provided the member has been in good standing for 30 days prior to the appointment.

4.10 A director so appointed holds office only until the conclusion of the next Annual General Meeting of the Society, but is eligible for re-election at the meeting.

4.11 An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

4.12 The members may propose, by special resolution, to remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

4.13 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred, subject to the Society's bylaw 8.8, by the director while engaged in the affairs of the Society.

4.14 Executive positions are determined at a director's meeting after the AGM. All directors are eligible to be candidates for executive positions.

4.15 If a director is aware of a conflict of interest, they must declare the conflict of interest before discussion or vote on resolutions or contract. Directors must abstain from voting on any resolution where they have declared a conflict on interest. Directors, who have a declared a conflict of interest, may be required to leave a meeting when the issue will be discussed.

Part 5 — Society Meetings

5.1. The Society will hold no fewer than 3 public directors' meetings annually which are open to the Society's members and non-members. These meetings are in addition to the AGM.

5.2. The Society will hold one Annual General Meeting that is open to the members and non-members.

5.3. The directors may call a special general meeting, open to members, for a specific purpose or purposes.

5.4. Business, other than the election of a Chair and the adjournment of the meeting, must not be conducted at a directors' meeting, special general meeting, or AGM at a time when a quorum is not present.

5.5. The Chair of the meeting does not vote on any resolution unless there is a tie. The Chair may abstain from voting if they so choose. A tied vote means the proposed resolution does not pass.

5.6. Proxy votes are not permitted during a vote at any meeting.

5.7. Non-members are not permitted to vote at any meeting.

5.8. Voting by email or written notice by a member may be approved by directors at the time when the notice of the meetings is sent, with exception of voting for directors at the AGM.

5.9. Special resolution(s) shall be presented at the AGM or a special general meeting. All members in good standing may vote in-person and a 2/3 majority of votes cast in favour is required for the special resolution to pass.

5.10. Meetings may be requisitioned by members as per the Societies Act.

5.11. **Directors' Meetings**

5.11.1. Directors' meetings can be held in-person or on-line or a combination of both as decided by the Chair.

5.11.2. Directors' meetings are not open to members or non-members unless by decision of the majority of the directors.

5.11.3. The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

5.11.4. The directors may from time to time set the quorum necessary to conduct business, and unless the quorum has been set, the quorum is a majority of the directors then in office.

5.11.5. The Chair is the Chair of all meetings of the directors, but if at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the Vice-Chair must act as Chair, but if neither is present the directors present may choose one of their number to be the Chair at that meeting.

5.11.6. A director may at any time, and the Secretary, on the request of a director, convene a meeting of the directors.

5.11.7. A resolution circulated to all directors, or committee of directors, in writing or by email will be decided by a majority vote. No response constitutes a negative vote. The resolution and its determination will be recorded in the minutes of the directors' first meeting following the vote.

5.12. **Public Directors' Meetings**

5.12.1. Public meetings of the Society:

a) must be held at least 3 times per year in addition to the Annual General Meeting.

b) may be convened by the directors at the time and place that the directors decide, in accordance with the Societies Act.

c) may be held in-person or on-line or a combination of both, as decided by the Chair.

5.12.2. Notice of a public directors' meeting must specify the place, day and time of the meeting, and, in case of special business, the general nature of that business. Notice will be posted on the Society's website at least 7 days before the meeting.

5.12.3. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

5.12.4. The agenda is set by the directors of the Society. The agenda for public directors' meetings will include a section to allow discussion from the members.

5.12.5. The directors may from time to time set the quorum necessary to conduct business, and unless the quorum has been set, the quorum is a majority of the directors then in office.

5.12.6. If at any time during a public directors' meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5.12.7. Regular business is conducted at public directors' meeting including, but not limited to:

a) report on financial statements;

b) the report of the directors as necessary;

c) updates from committees;

d) update from old business;

e) discussion of new business.

5.12.8. If the Chair and the Vice Chair of the Society are both absent, one of the other directors present must preside as Chair of a public directors' meeting.

5.12.9. If at a public directors' meeting

a) there is no Chair, Vice-Chair or other director present within 15 minutes after the time appointed for holding the meeting, or

b) the Chair and all the other directors present are unwilling to act as the Chair of the meeting, the meeting will be adjourned and reconvened at a later date when a director is present.

5.12.10. The Chair of the meeting reserves the right to conduct meetings in a fair and respectful manner including, but not limited to:

a) setting a time limit for individual speakers;

b) asking disruptive attendees to leave the meeting;

c) refusing discussion of business not related to the mandate of the society;

d) setting the duration of a meeting.

5.12.11. A public directors' meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting. The business left unfinished at the meeting will be continued at the next public directors meeting.

5.12.12. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

5.12.13. A resolution proposed at a meeting need not be seconded, and the Chair of a meeting may move or propose a resolution.

5.13. **Annual General Meetings**

5.13.1. The Annual General Meeting [AGM] will be held no later than 3 months after the Society's fiscal year-end.

5.13.2. The membership will receive notification of the AGM no later than two weeks before the AGM date.

5.13.3. A quorum for the AGM is 6 members present, at least 2 of whom are directors.

5.13.4. If within 30 minutes from the time appointed for an AGM a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

5.13.5. The AGM must be held in-person unless all gatherings are suspended by an act of government, and in such case the AGM may be held on-line. Should weather delay an AGM, the meeting shall be rescheduled within 2 weeks.

5.13.6. The AGM must conduct the elections of directors:

5.13.6.1. Only members in good standing for 30 days prior to the AGM are eligible to run for a director position on the board at the AGM.

5.13.6.2. The election will be Chaired by an impartial director of another non-profit organization as chosen and agreed by the current directors.

5.13.6.3. All directors shall retire from office at the AGM prior to the vote. All directors who wish to continue as directors shall place their name on the ballot prior to the AGM.

5.13.6.4. Only members in good standing for 30 days prior to the AGM are eligible to vote. Only members present at the meeting during the election are given a ballot. Any ballot that leaves the AGM premises shall not be included in the vote. The vote shall be by secret ballot, unless the position is filled by acclamation.

5.13.6.5. The Chair of the election will collect the ballots and will determine the winning candidates with the most votes. The Chair of the election will inform the previous directors within 24 hours of the AGM of the result of the votes. The previous years Chair or Secretary will inform the candidates of their status.

5.13.7. Financial statements for the preceding fiscal year must be presented at the AGM.

5.13.8. Special resolutions may be voted on at the AGM provided the notice requirements for special resolutions have been met.

Part 6 — Committees

6.1. The directors may delegate any, but not all, of their powers to committees consisting of a director or directors as they think fit.

6.2. A committee may be formed at the request of the directors to explore and report on an issue back to the directors.

6.3. All committees must include a minimum of one director.

6.4. The directors may include members, in good standing, to join a committee. Committees may include non-members with the approval of the directors.

6.5. A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

6.6. A committee may elect a Chair of its meetings.

6.7. The members of a committee may meet and adjourn as they think proper.

6.8. Members of a committee can not enter into a contract or agreement with any other party unless approved by the executive.

Part 7 — Duties of Executives

7.1. The Chair:

a) The Chair shall preside at all meetings of the Society and of the directors.

b) The Chair is the chief executive officer of the Society and shall supervise the other directors in the execution of their duties.

c) The Chair assumes the duties of the vice-chair if the vice-chair position is vacant.

7.2. The Vice Chair:

a) shall carry out the duties of the Chair during the Chairs' absence.

b) maintain the Register of Members.

c) maintain the Register of Directors.

7.3. The Secretary shall do the following as requested by the Chair:

a) conduct the correspondence of the Society;

b) issue notices of meetings of the Society and directors;

c) keep minutes of meetings of the Society which will include the attendance of directors;

d) have custody of all records and documents of the society except those required to be kept by the Treasurer and Vice Chair.

7.4. The Treasurer shall:

a) keep the financial records, including books of account, necessary to comply with the Societies Act, and;

b) render financial statements to the directors, members and others when required.

c) create a budget with the directors at the start of each fiscal year.

d) assist in the yearly applications for grants, pay all bills, maintain the financial records of the society in a timely manner.

7.5. The Secretary Treasurer:

7.5.1. The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary Treasurer.

7.5.2. If a Secretary Treasurer holds office, the total number of directors must not be less than 4.

7.6. In the absence of the Secretary from a meeting, the directors must appoint another person to act as Secretary at the meeting.

Part 8 – Operations of the Society

8.1. The Society shall act in accordance with the Societies Act [SBC 2015] Chapter 18 from time to time in force and amendments to the Act. The Societies Act shall apply where a bylaw in this document is absent.

8.2. The Society shall maintain a Canada Post mailing address for the Society's address.

8.3. The Society shall maintain an email address.

8.4. The Society shall maintain a secure website. The Society will post the minutes of all public directors' meetings, special general meetings, and Annual General Meetings on its website.

8.5. The Society's fiscal year will be January 1 to December 31.

8.6. The Society shall in good faith purchase and maintain directors' liability insurance and other necessary insurance for its operating functions unless such expenditure causes financial hardship to the Society.

8.7. The Society will comply with legislation, and its associated regulations, of British Columbia and Canada when carrying out its purpose.

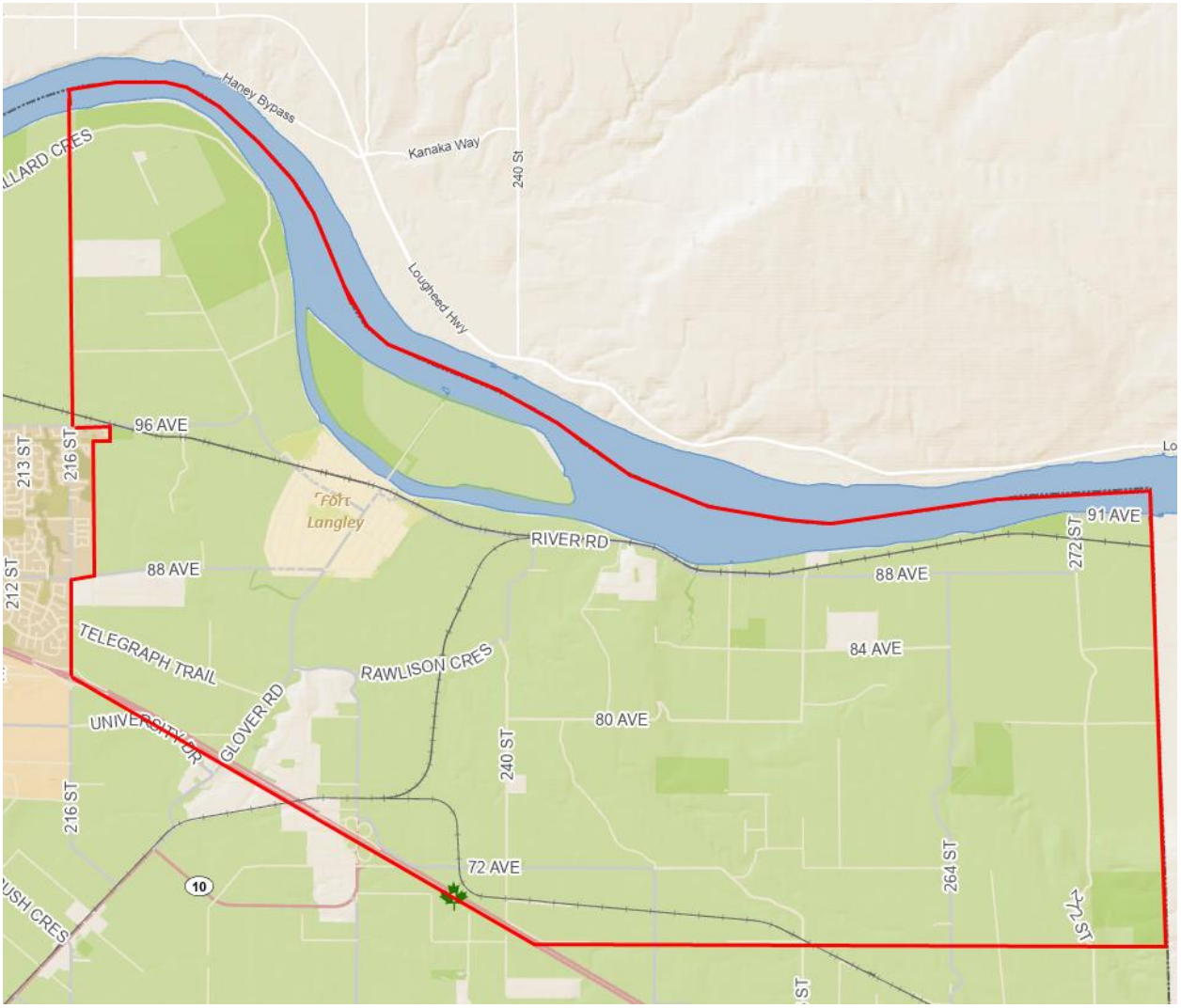
8.8. The Society shall not dispose of any funds without an invoice or requisition for reimbursement that has been approved by the executive.

8.9. The Society shall not borrow funds. The Society shall not agree to any form of debt obligation with the exception of repayment of grants in cases where grant obligations are not met by the Society.

Part 9 – Other Provisions

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

9.2. Any assets of the Society upon dissolution must be transferred to another non-profit society that is incorporated under the Societies Act as agreed by the majority of the directors.

9.3. The Society shall be carried on without purpose of gain for the members and any profit or other accretions to the Society shall be used in promoting its purposes and this clause shall not be altered.

Appendix A - Membership Eligibility Catchment Map