

# Denman Island Residents Association

## Bylaws

### Article:

#### 1. Definitions

AD HOC COMMITTEE (also known as a Temporary Committee) means a committee established to perform a particular, limited task, upon the completion of which the committee is to be dissolved.

ANNUAL GENERAL MEETING (abbreviated: AGM) means the General Meeting held once per year to elect Directors of the Association as well as dealing with other business.

ASSOCIATION means the Denman Island Residents Association, also referred to as DIRA.

COMMITTEE means a committee of the Denman Island Residents Association.

EXECUTIVE is an informal term meaning the Board of Directors of DIRA (the Board), which is the executive body of the Association.

GENERAL MEETING means any meeting of the members of the Association, as a whole, as opposed to meetings of the Board of Directors or of Committees.

SPECIAL MEETING OF THE ASSOCIATION means a General Meeting of the Denman Island Residents Association called to deal only with specific items of business of which notice must be given to all members at least fourteen days in advance via mail, e-mail or public advertisement.

SPECIAL RESOLUTION means a resolution passed in a General Meeting by a majority of not less than 75% of the votes of those members of the Association who are present and entitled to vote, provided that not less than 14 days' notice, specifying the intention to propose the resolution as a special resolution has been given to all members by mail, e-mail or public advertisement.

STANDING COMMITTEE means a committee established to do its work on an on-going basis.

## **2. Membership**

2.1. Every person eighteen years or over with a mailing address on Denman Island is eligible for membership in the Association after three months residency on the Island. Also, all persons eighteen years or over are eligible for membership in the Association three months after acquiring title to land on Denman Island. Non-profit societies that are headquartered on Denman Island are eligible for membership in the Association. Each such member shall have only one vote at a general meeting.

2.2. To be a member of the association an eligible person or non-profit organization shall register annually with the Membership Coordinator. The membership year commences at the beginning of the Annual General Meeting.

2.3. Every member shall uphold the Constitution and comply with these Bylaws.

2.4. A new member may not cast a vote until 30 days after being registered as a member.

2.5. A person shall cease to be a member of the Association and that person's name shall be removed from the membership list:

1. upon receipt of a letter of resignation from that person by the Secretary of the Association, or,
2. if that person has not registered with the Membership Coordinator within the 90-day grace period following the last AGM or,
3. upon the death of that person, or,
4. if that person no longer resides on or owns real property on Denman Island.

2.6 Former members whose memberships have lapsed (who have not registered more than 90 days following the last AGM) may renew their memberships as new members and therefore are subject to a waiting period of 30 days before entitled to vote.

## **3. General Meetings**

3.1 There shall be a minimum of six general meetings per year. The Annual General Meeting shall be held on Denman Island, British Columbia in April. All members shall be notified not less than 14 days prior to the Annual General Meeting by public advertisement.

3.1.1 All regular general meetings of the Denman Island Residents Association shall be held on the second Monday of the month, unless the meeting date falls on a public holiday when the meeting will be held on the third Monday of the month.

3.2 In all matters the members at a General Meeting are the final authority of the Association. They may, by Special Resolution, give direction to, or overrule a decision of, the Board of Directors.

3.3 A quorum at any general meeting shall be 8 members.

3.4 Determination of the number of members attending a meeting shall be by roll call at the discretion of the chairperson, either on his/her own initiative or upon request of a member rising on a question of privilege; otherwise as required by vote of the assembly.

3.5 At all meetings of the Association any member may rise on a question of privilege to move that any issue be decided by secret ballot.

3.6 Nominators of absent candidates must present a letter signed by the candidate giving permission for his or her name to stand for election.

3.7 A member, including a corporate member, is entitled to one vote when present at a meeting. No proxy voting is allowed and no person may cast more than one corporate member vote at any meeting of DIRA.

3.8 All meetings of the Association shall be conducted in accordance with the latest edition of Henry M. Robert's "Rules of Order Newly Revised".

3.9 A Special Meeting of the Association must be called within 21 days when requested by:

- ☞ A majority of the Board of Directors, or
- ☞ A letter signed by not less than 10% of the members stating the purpose for calling the meeting.

3.9.1 Only those items listed in the request shall be discussed at the Special Meeting and at least fourteen (14) days notice shall be given to all members by mail, e-mail and/or public advertisement.

#### **4. Board of Directors Meetings**

4.1 There shall be a minimum of six meetings of the Board of Directors per year.

4.2 Meetings of the Board of Directors shall be called by the President or any three Directors.

4.3 A quorum at any meeting of the Board of Directors shall be 3 Board members.

4.4 Any member of DIRA may attend any Board of Directors meeting as an observer, except when the Board determines that necessary confidentiality would be compromised by this. No non-Board Member may participate in Board meetings, unless specifically invited to do so by the Board. The Board shall agree to all reasonable requests to address the Board that are submitted to the President or Secretary in advance, and shall invite the requestor to address the Board at the earliest practical time.

## **5. Directors and Officers**

5.1 The Board of Directors of the Association shall consist of not less than three and not more than eight Directors, serving two-year terms staggered so that three or four, as determined by ordinary resolution at the Annual General Meeting, are elected at the AGM each year.

5.2 The Officers of the Association shall be: President, Vice-President, Secretary and Treasurer. These Officers shall be elected by the Board of Directors from among its members at the first meeting of the Board of Directors following the Annual General Meeting, each year.

5.3 In the case of the resignation of a member of the Board of Directors the Board shall appoint a member of the Association to fill the vacancy for the remaining term of office. In the case of two or more resignations, a Special Meeting of the Association shall be held.

5.4 In the event that insufficient candidates are available to fill all Board of Directors vacancies at an Annual General Meeting, the vacancies may be filled by special resolution at general meetings as satisfactory candidates are identified.

5.5 The members may, by special resolution, remove a Director before the expiration of his or her term of office.

5.6 Directors shall not receive financial remuneration for their duties as Directors, except for remuneration for out-of-pocket expenses associated with their duties.

## **6. Duties of Directors and Officers**

6.1 Subject to Section 3.2, the Board of Directors shall be responsible for:

1. The management of the affairs of the Association.
2. The expenditure of funds for administrative purposes.
3. The appointment of such committees as it deems necessary.

6.2 The President shall:

1. Preside at all meetings of the Association and the Board of Directors
2. Be an ex-officio member of all committees except nomination and election committees.
3. Issue notices of meetings of the Association when required.
4. Not vote except in the nomination and election of officers, and in the event of a tie.

6.3 The Vice President shall, in the absence of the President, assume the responsibilities of the President.

6.4 The Secretary shall:

1. Record minutes of all General Meetings and meetings of the Board of Directors and publish them as required.
2. Keep the seal of the Association, the use of which shall be determined by the Board of Directors from time to time.
3. Keep a separate file, either of paper copies or digital ones, of each of the following:
  - a) current, approved Terms of Reference of all DIRA committees;
  - b) all statements of policy ("Policies") approved by General Meetings;
  - c) other resolutions passed by General Meetings, including the AGM, which have continuing effect in guiding and governing the Association.

6.5 An alternative Secretary who, in the absence of the Secretary, shall assume the duties of the office, shall be appointed by the Board of Directors.

6.6 The Treasurer shall:

1. Annually prepare a budget for the Association to be presented to the Board and then to the membership for approval.
2. Keep a proper record, including supporting documents, of all transactions involving the funds of the Association and pay all accounts on approval of the signing officers.
3. Keep a true account of the assets and liabilities of the Association.
4. Prepare a balance sheet of all accounts of the Association to be signed by two Directors and presented at the Annual General meeting.

6.7 The Board of Directors shall specify annually a Board member who shall have custody of all records, correspondence, and other documents of the Association except those required to be kept by the Treasurer.

6.8 The Board of Directors shall appoint a nominating committee at least 30 days prior to each Annual General Meeting.

6.9 The Board of Directors shall appoint annually a Membership Coordinator who, under the direction of the Secretary, shall maintain a current list of members of the Association and register eligible applicants as members.

6.10 The signing authorities of the Association shall be:

1. for cheques and other negotiable instruments any two of the President, Vice-President and Treasurer, two to sign each instrument.
2. for contracts and other formal instruments not included in subsection 6.10.1 any two of the President, Vice-President, Secretary and Treasurer, two to sign each document.
3. for non-contractual letters and other written communication in the name of the Association, whether approved by a General Meeting or by the Board of Directors, that are not included in either subsections 6.10.1 or 6.10.2, the President or, in his absence, the Vice-President.

6.11 All books and records of the Association may be inspected by any member at the Annual General Meeting or upon 30 days written notice to the Board of Directors.

6.12 The Board of Directors shall not have financial borrowing powers unless so authorized by a properly advertised Special Meeting with a 75% vote of approval.

## **7. Committees**

7.1 Committees of the Association may be formed from time to time to carry out the activities of the Association. They shall be established either by the Board of Directors or by resolution passed at a General Meeting of the Association.

7.2 Unless the Board of Directors has prepared Terms of Reference for a committee in advance, the first order of business of any new committee must be the preparation of proposed terms of reference including a clear statement of objectives, responsibilities and powers, to be presented in written form to the Board for review and comment. In either case, the terms of reference shall then be presented to the next regular meeting of the Association for approval.

7.3 Committee Membership:

1. Any member of the Association may join any Committee at any time, unless otherwise specified by the Board of Directors or by majority vote in a General Meeting.

2. Each committee member has one vote in committee decision-making; the members of a committee may establish a reasonable waiting period before any new committee member is allowed to vote.
3. A committee member can be expelled from the committee by a 75% vote of all the members of the committee; however, the expulsion is subject to appeal to the Board of Directors.

7.4 A committee chairperson may be appointed by the Board of Directors or by resolution in a General Meeting; otherwise, committee chairs shall be selected by the members of committees.

7.5 All committees shall report to a General Meeting from time to time and as requested by the Board of Directors.

7.6 Documentation of financial transactions undertaken by committees shall be made available to the Treasurer of the Association.

7.7 No Committee shall commit the Association to any expenditure without Board approval.

7.8 Correspondence by a Committee using Association letterhead or in the name of the Association must be authorized by the Board of Directors or by a resolution passed by a General Meeting, and a copy must be provided to the Board of Directors.

7.9 Applications for funds in the name of the Association must follow the Funding Application Policy of the Association.

7.10 A committee shall cease to exist when:

1. it has no members or,
2. it has not met for more than one year or,
3. it has not reported to a General Meeting or to the Board for more than one year or,
4. it was created as a temporary committee and has completed its work or,
5. a General Meeting or the Board of Directors has determined by resolution that the committee shall no longer exist.

In any of the above five cases, the Board of Directors shall declare that the committee has been terminated and any monies assigned to that committee on the books of the Association shall be moved to general funds of the Association.

## **8. Amendments to the Constitution or By-Laws**

8.1 The Constitution and/or By-laws may be amended or rescinded by a special resolution passed by a 75% majority vote of members present at any General Meeting of the Association providing that at least 14 days prior to the meeting, written notice of the proposed new by-law, amendment or rescission shall be sent by mail or e-mail to each member and/or be made known to members by public advertisement.

## **9. Clauses moved from "Constitution" for transition to Societies Act**

9.1 The operations of this Association shall be carried out primarily on Denman Island. This clause is alterable.

9.2 Termination: In the event of the dissolution or winding-up of the Association, any assets remaining after payment of all debts and obligations shall be distributed to a society with similar purposes operating for the interests or benefit of Denman Island, or to a suitable level of local government. (This clause was formerly unalterable.)

9.3 The Association shall have no purpose of gain for its members, and any profits or other accretions to the Association shall be used for promoting its purposes. (This clause was formerly unalterable.)