

**Bylaws of BEAR MOUNTAIN COMMUNITY ASSOCIATION (the "Society")**  
Incorporation Number 50061672

  
**T.K. SPARKS**

**Part 1 – Definitions and Interpretation**

**1.1 Definitions**

In these Bylaws:

**"Act"** means the *Societies Act* of British Columbia as amended from time to time.

**"Annual General Meeting"** means a yearly gathering of all members of the Society. At an annual general meeting (AGM), Directors of the Board present the Association's financial performance and vote on the issues at hand.

**"Board"** means the Directors of the Society.

**"Board Meeting"** means a meeting of the Directors of the Society.

**"Bylaws"** means these Bylaws as altered from time to time.

**"Association"** means the Bear Mountain Community Association.

**"Director"** means an individual who has been designated, elected, appointed, and has consented to be a member of the Board of Directors of the society.

**"Conflict of Interest"** means a situation in which someone has a duty to act in the best interests of an organization yet may have personal interest or a fiduciary benefit that conflict with that duty.

**"Executive"** means the elected members of the Board (President, Vice-President, Secretary, Treasurer, and other Director appointments as required on an Ad hoc basis).

**"Executive Meeting"** means a meeting of the executive, consisting of the President, Vice President, Treasurer, and other members of the Board as required, at a date, place, and time to be determined by the President, to discuss matters in the best interest of the community and/or for the Board's consideration.

**"General Meeting"** means a general meeting of all of the members of a society.

**"Member"** means a person who becomes a member of the society, in accordance with the bylaws, and who remains a member of the society.

**"Non-Executive"** means those Board members appointed by the President.

**"Ordinary Resolution"** means a resolution passed at a Board Meeting or general meeting by a simple majority.

**"Quorum"** is the minimum number of an assembly or society that must be present at any of its meetings to make the proceedings of that meeting valid.

**"Special Resolution"** means a resolution to make fundamental changes to the Society passed at the Annual General Meeting or general meeting of all members of the Society by at least 2/3 of the votes cast by the voting members.

**"Voting Member"** means a member of the society who has the right to vote under section 84 of the Society's Act.

## **1.2 Definitions in Act apply**

The definitions in the Act apply to these Bylaws.

## **1.3 Conflict with Act or regulations**

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**

## **2.1 Application for membership**

Membership in the Association is open to any individual who is 18 years of age or older who owns real estate or resides within the boundaries of the Bear Mountain Community. Membership is on an annual basis beginning January 1 of each year.

## **2.2 Membership Fees**

Membership fees shall be paid on an annual basis beginning on January 1<sup>st</sup> of each year at an amount determined by the Board.

## **2.3 Rights and responsibilities of membership**

Every member must uphold the constitution of the Society and must comply with these Bylaws. Respectful communication is the responsibility of everyone, at all levels, in all interactions, be it verbal, electronic correspondence/social media. Failure to act accordingly can result in having the Chair request the member to leave the meeting.

## **2.4 Member not in good standing**

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

## **2.5 Member not in good standing may not vote**

A member who is not in good standing:

- (a) may not vote at the AGM, or a special/general membership meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

## **2.6 Termination of membership if member not in good standing**

A person's membership in the Society shall be terminated in writing by the Board if the person is not in good standing for 6 consecutive months, as per Section 2.4 of this bylaw.

# **PART 3 – ASSOCIATION MEETINGS**

## **3.1 The Association's meetings are as follows:**

- (a) Annual General Meeting (AGM) of the membership; and
- (b) General or Special Meetings:

- (i) The Directors of a society may at any time call a general meeting; or
- (ii) 10% of the voting members of a society may requisition the directors to call a general meeting for the purpose stated in the requisition.

### **3.2 Rules of Order**

The Executive of the Board of Directors shall regulate Association Meetings and proceedings based on Robert's Rules of Order, or another format as agreed upon by the majority of those in attendance.

### **3.3 Annual General Meeting**

Written Notice 14 Days in advance of the AGM shall:

- (a) be posted on the BMCA Website, and posted on the Bear Mountain community neighbourhood mailboxes;
- (b) be communicated to each member who has provided an email address;
- (c) indicate the time, place, or modality for the meeting;
- (d) stipulate that it is an Annual General Meeting; and
- (e) include any Special Resolutions.

### **3.4 Business conducted at the Annual General Meeting:**

- (a) Adoption of rules of order;
- (b) Determine if there is a quorum;
- (c) Approval of the agenda;
- (d) Consideration of the annual financial statements, which shall be made available to the members;
- (e) Consideration of reports, if any, of the Directors or auditor; and
- (f) Appointment of an auditor if any;
- (g) Election of the executive and appointment of other members of the Board for the coming year;
- (h) Special Resolutions to be voted on;
- (i) Other business of interest to the membership; and
- (j) Adjournment.

### **3.5 Amendments to the Constitution and Bylaws:**

- (a) The Constitution and Bylaws may be amended only by special resolution at the AGM, or a special meeting called for this purpose. Motions to amend the Constitution or Bylaws must be made available to the members if requested at least 7 days prior to the Annual General Meeting or special meeting; and

(b) Motions to amend the Constitution and Bylaws of the association must be passed by three quarters (3/4) majority vote of members in attendance.

### **3.6 Chair of the Annual General meeting (AGM)**

The following individual is entitled to preside as the chair of the AGM:

- (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,
- (c) the President,
- (d) the Vice-President, if the President is unable to preside as the chair, or
- (e) one of the other Directors present at the meeting if both the President and Vice-President are unable to preside as the chair.

### **3.7 Quorum required**

The quorum for the transaction of business at an AGM is 10% of voting members.

### **3.8 Lack of quorum at commencement of meeting**

If, within 30 minutes from the time set for holding the AGM, a quorum of voting members is not present, the meeting stands adjourned to the same day 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.

### **3.9 Methods of Voting**

At an AGM, voting must be by a show of hands or a secret ballot, as directed by the chair of the meeting.

### **3.10 Announcement of result**

The Chair of the AGM must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **3.11 Proxy Voting**

Voting by proxy is not permitted.

### **3.12 General or Special meeting**

Written notice of the date and time and, the location/modality to be used for a general meeting must be provided to the members of the society at least 7 days before the meeting on the Society's website, be posted on Bear Mountain Community mail boxes and sent to every member who has provided an email address.

### **3.13 Order of Business at a general meeting**

The following business is ordinary business:

- (a) identify Chair and rules of order;

- (b) determine if there is a quorum;
- (c) identify the purpose of the General Meeting; and
- (b) approve the agenda.

### **3.14 Notice of special business**

A notice of a special meeting must include the text of any special resolution to be submitted to the meeting.

## **Part 4 – Directors**

### **4.1 Directors of the Association**

- (a) The Association must have no fewer than 3 Directors and as many as the Board consider necessary to be efficient and productive.
- (b) Executive positions of the Board will be elected by the Board of Directors and will consist of a President, Vice President, Secretary, and Treasurer, and other Membership positions as required.
- (c) All members of the Board of Directors must be in good standing.
- (d) Directors must meet the provisions of section 44 of the Societies Act.

### **4.2 Term of Directors**

Director terms will be three (3) years with the opportunity to stand for re-election for one additional (3) year term.

### **4.3 Election or Appointment of Directors**

- (a) BMCA members who express interest in Director positions will be interviewed by a committee of the Board who will ask candidates questions which are transparent, fair, and clear;
- (b) At each annual general meeting, the voting members are entitled to affirm or appoint recommended Director candidates to the Board; and
- (c) The Board of Directors may, in special circumstances make a one time appointment of former Director who has reached his or her term limit, for a further term as a voting Director, not to exceed three years. At any one time, no more than two former Directors may be appointed pursuant to this position.

### **4.4 Consent to Directors Appointment**

Directors must consent to his/her appointment or election in writing and will be required to sign a consent form to act as a Director, prior to assuming the role of Director.

### **4.5 Directors may fill a vacancy on Board**

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.

#### **4.6 Meeting Attendance by a Director**

Should a Director miss repeated unexcused meetings, the Director's term may be terminated at the Board's discretion.

#### **4.7 Term of appointment of Director filling casual vacancy**

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 the vacancy.

#### **4.8 Leave of Absence of a Director**

A Director may take a leave of absence from his/her role as a Director; as approved by the President and/or Executive Committee.

#### **4.9 Termination of a Director**

The Board may terminate a Director from his/her role as a Director for cause.

#### **4.10 Resignation of a Director**

A written resignation, by a Director, must be submitted to the President.

### **Part 5 – Director Meetings**

#### **5.1 Calling Directors' meeting**

A Directors' meeting, otherwise known as Board of Director meetings, may be called by the president or by any 2 other Directors. There shall be a minimum of six (6) Director Meetings per year and additional meetings will be at the call of the Chair.

#### **5.2 Notice of Board of Directors' meeting**

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

#### **5.3 Proceedings valid despite omission to give notice**

The accidental omission to give notice of a Board of Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

#### **5.4 Conduct of directors' meetings**

The Directors may regulate their meetings and proceedings as they think fit, or as per an agreed to established process.

#### **5.5 Quorum of directors**

The quorum for the transaction of business at a Directors' meeting is a majority (50% + 1) of the Directors.

## **Part 6 – Board Positions**

### **6.1 Election and/or Appointment to Board positions**

Board Directors must be Elected or Appointed to the following Board positions by the Board, and a Director, other than the President, may hold more than one position:

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer; and
- (f) Other positions as required by the Board.

### **6.2 Directors at large**

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

### **6.3 Role of President**

The president is the Chair of the Board is the official spokesperson for the Association and is responsible for overseeing the other Directors in the execution of their duties.

### **6.4 Role of Vice-President**

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.

### **6.5 Role of secretary**

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

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

\*N.B. A volunteer, who is a member of the Bear Mountain Community Association, may be appointed as a non-voting member of the Board to assist the Secretary as a recorder.

## **6.6 Role of the Treasurer**

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;  
and
- (c) preparing the Society's financial statements.

## **Part 7 – Remuneration of Directors and Signing Authority**

### **7.1 Remuneration of Directors**

These Bylaws do not permit the Society to pay to a Director remuneration for being a Director.

### **7.2 Signing authority**

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 the vice-president together with one other director,
- (c) if the President and Vice-President are both unable to provide signatures, by any 2 other Directors as authorized by the Board.