

## Gordon Head Residents' Association

### Constitution.

The name of the Association is:

GORDON HEAD RESIDENTS' ASSOCIATION

The purpose of the Association is: to further the interests of citizens who reside or work in the area of Saanich that is defined by the Municipality of Saanich as Gordon Head

## Gordon Head Resident's Association

**Bylaws**

In these bylaws the term "Association" refers to the Gordon Head Residents' Association.

Although the legal registered name of the Association is the Gordon Head Residents' Association, this association will be also known as **The Gordon Head Community Association**.

1. The Association will strive to achieve its stated purpose by promoting, facilitating, supporting, or undertaking activities that will enhance the quality of life of the Gordon Head community including, but not limited to, the following:
  - a. To review and to comment on all proposals for property development and changes in land use in Gordon Head.
  - b. To ensure that the District of Saanich engages in meaningful and effective consultation with the citizens of the community concerning all public projects within the Gordon Head area and in regard to any changes in public policy that affect the residents.
  - c. To foster co-operative and coordinated public services to meet community needs.
  - d. To promote or operate facilities that will enable the Association to carry on its purposes and activities.
  - e. To raise funds and receive grant monies as necessary to institute the purposes of the Association
2. The Association shall be non-partisan in all its policies, processes, and activities.

**Membership**

3. There shall be 3 classes of membership:
  - I. Ordinary members of the Association shall be all persons who reside, work, own property or are business owners in that part of the Municipality of the District of Saanich defined by that municipality as "the Gordon Head area".
  - II. Voting members of the Association shall be those individuals, who have paid the yearly-membership fee.
  - III. Corporate members of the Association shall be those households or organizations who have paid the annual membership fee and who have designated one member of their organization to be a voting member.
4. The membership fee shall be decided upon at the Annual General Meeting of the Association. Annual membership fees shall be paid by the 30<sup>th</sup> day of June each year.
5. Any person or organization becoming a new (first time) member of the Association shall not be entitled to voting privileges until thirty (30) days after payment of the membership

fee. A member renewing a membership and wishing to vote at the Annual General Meeting (AGM) shall pay the prescribed fee at, or before the AGM.

6. A voting member may withdraw from the Association by tendering his or her resignation in writing to the President or may be expelled from the Association by a resolution of a two thirds (2/3) majority vote of the Board of Directors. Such expulsion shall be for actions deemed prejudicial to the purpose or activities of the Association and shall be undertaken only after the member has been afforded due process.
7. Subject to the foregoing, every voting member in good standing shall be entitled to one vote at a general or special general meeting of the Association. Such voting must take place in person. Specifically, proxy or electronic voting is not permitted.

## Meetings

8. The Annual General Meeting (AGM) of the Association shall be held during the month of March or April at a time and place to be determined by the Board of Directors of the Association.
9. The Directors may call a general meeting of the association from time to time.
10. The Directors may call an extraordinary general meeting when any question of urgent importance shall arise and shall be bound to do so on receiving a representation signed by twenty percent (20%) of the members in good standing.
11. Notice of the time and place of all meetings of the Association and the general nature of the business to be transacted shall be communicated to each member by electronic mail addressed to the address of such member on the records of the Association at least fourteen (14) days before the holding of such meeting.
12. No business shall be transacted at any general meeting unless a quorum of voting members in good standing is present at the time when the meeting proceeds to business. A quorum shall be members personally present, not being less than fifteen (15) percent of the voting members in good standing.

## The Board of Directors

13. The affairs of the Association shall be administered by a Board of Directors consisting of not less than five (5) and no more than twelve (12), members who, at the time of their election as Directors and during their term of office, are required to be voting members in good standing of the Association.
13. a) Notwithstanding the above, a corporate member of the GHRA (under Section 3 [III] of these Bylaws), such as the University of Victoria Students Society (UVSS), may nominate one of its members to be elected or appointed as a Director of the Association under the following provision.
  - 1) The person nominated shall be a resident of Gordon Head

14. All Directors must at the time of their election, declare in writing that they are:
  - a) willing to serve as a Director, and
  - b) qualified to serve as a Director according to the terms of the *Societies Act* of BC.
15. The Board of Directors shall be elected at the AGM of the Association and will hold office until the adjournment of the next AGM At which time the newly elected Directors shall take office.
16. A Director of the previous Board may be re-elected as a Director for the ensuing year.
17. Notwithstanding Clause 13 above, the Board of Directors may, by a two-thirds (2/3) majority vote, appoint a person who is a voting member in good standing (or a duly nominated representative of a corporate member) to a position as a Director of the Association in order to fill a vacancy on the Board or to acquire a director with specific expertise, experience or skills in a particular area.
18. A Director may be removed from office by a special resolution at a general or special general meeting of the Association.
19. At the first meeting of the Board of Directors after each AGM the Directors shall elect from among themselves Table Officers consisting of A President, Vice-President, Recording Secretary, Membership Secretary and Treasurer
  - a) if the positions of President or Vice President are not filled, or become vacant, the Directors may select a member to act as “Chairperson” or “Vice-chair” of the association.
20. The President shall not continue in that office for more than three (3) consecutive terms.
21. Each Director including the President shall only have one vote.

### Duties of Table Officers

22. The President shall:
  - preside at all meetings of the Association and of the Board of Directors.
  - act as the chief executive officer of the Association and shall supervise the other officers in the execution of their duties
  - conduct the correspondence of the Association
  - issue notices of meetings of the Association and Directors, and
  - have custody of all records and documents of the Association except those required to be retained by the Treasurer.
23. The Vice-President shall carry out the duties of the President during his or her absence. In the absence of a Vice President, another Director may be appointed to carry out these duties on an acting basis.
24. The Secretary shall:

Keep minutes of all meetings of the Association and of the Board of Directors.

25. The Membership Secretary shall maintain the register of members.
- i) Members shall be responsible for informing the Membership Secretary of changes in address.
  - ii) The register of members shall be kept confidential except under the following circumstance: A member of the Association may apply to the Board of Directors to view the register of members.
26. The Treasurer shall:
- Maintain a bank account in the name of the Association, keep a record of those Directors who are authorized signatories on the account and receive regular statements of the account either printed or electronically.
  - Keep full and accurate accounts of all receipts and disbursements of the Association and shall deposit all funds received by the Association in the Association's bank account.
  - Disburse the funds of the Association under the direction of the Board of Directors taking proper vouchers therefore and shall render to the Board of Directors whenever required, an account of all transactions as Treasurer and of the financial position of the Association.
  - Make application for any grants that the Association may be entitled to
  - Maintain any Insurance policies purchased by the Association, and
  - File any reports required by statute or policy of any government or agency thereof.

### Operational Matters

27. The Fiscal year of the Association shall be the calendar year.
28. The Association shall require at least two (2) Directors to sign any cheque.
29. The Association shall not incur any indebtedness, except that in order to carry out the purposes of the Association, the Directors may authorise the purchase of goods and services to be paid for at a date no later than the two (2) months after receipt of said goods or services.
30. The books and records of the Association may be inspected by the members at such time and place as may be determined by the Board of Directors.
31. The Board may establish subcommittees as needed to work on specific issues.
- Subcommittees shall be chaired by a Board member but may include other members of the Association or the broader community. All proceedings shall be reported to the Board and any recommendations shall be ratified by the Board.
32. The Board of Directors shall meet at the call of the President or failing him or her at the call of the Vice-President. At least twenty-four (24) hours notice shall be required for a meeting of the Board of Directors and such notice may be given orally. A quorum shall

consist of five (5) members of the Board of Directors and shall meet to administer the general business of the Association and shall have power to appoint subcommittees at its discretion.

33. At all meetings of the Association or of the Board of Directors every question shall be decided by a show of hands unless a poll is directed by the Chair or demanded by at least one (1) member (before or on the declaration of the result of a show of hands).

The Chair shall declare to the meeting the decision of every question in accordance with the result of the show of hands and such decision shall be entered in the minutes of record of the Association.

If a poll is duly demanded, it shall be taken in such manner as the Chair directs and the result of such poll shall be deemed to be a resolution of the meeting at which the poll is demanded. The demand for a poll may be withdrawn.

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

For all purposes of the Association, "special resolution" shall mean a resolution passed by a two-thirds (2/3) majority of voting members as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.