



By-laws (UPDATED April 25, 2019)

Part 1 - Membership

- 1.1 The members of the Society are the applicants for incorporation of the Society and those persons who subsequently become members in accordance with these by-laws and, in either case, have not ceased to be members.
- 1.2 Those persons who have reached the age of majority and live or work or own real property within the area of operation of the society (as defined in article 3.1 of the Constitution, hereinafter called the "Oaklands area"), or are interested in participating with the Society are eligible for membership in the Society.
- (a) Members must:
- (i) reside within the Oaklands area,
- or
- (ii) own real property within the Oaklands area,
- or
- (iii) as a volunteer or that work in the Oaklands area, apply to the Board of Directors for approval of membership;
- And
- (iv) all volunteers or those that work in the Oaklands must be sponsored by an existing member of the Society, and demonstrate contributions to the Society or the Oaklands area,
- (b) To participate as a voting member, a volunteer or those that work in the Oaklands must:
- (i) be approved as a member by the Board of Directors at a previous Board meeting,
- or
- (ii) be accepted as a voting member by two-third (2/3) vote of the members present at a general meeting.
- (c) Each member shall be entitled to one vote at all meetings of the Society.
- 1.3 A person who is eligible for membership in the Society shall become a member:
- (a) by applying for membership and providing such information as may be required to establish membership status,
- and
- (b) by paying such fees as shall be payable by members in such amounts and in such manner and at such times as may be provided from time to time by the Board of Directors of the Society.
- 1.4 Every member must uphold the constitution of the Oaklands Community Association and comply with these bylaws.

Part 2 - Withdrawal or Expulsion of Members

- 2.1. A person shall cease to be a member of the society:
- (a) by delivering his/her resignation in writing to the secretary of the society or by mailing it to the address of the society;
 - (b) on his/her death or in the case of a corporation on dissolution;
 - (c) on being expelled;
 - (d) on being a member not in good standing for twelve (12) consecutive months; or
 - (e) in the case of a member, under 1.3(a) upon ceasing to reside or work or own property in the Oaklands area.

A member may be expelled by a special resolution of the members passed at a general meeting.

- 2.2.
- (a) The notice of the special resolution for the expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (b) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is up to a vote.
 - (c) An expelled member may, at the next annual general meeting, apply for re-admission and such application shall be subjected to a vote by the membership before the application is accepted.
- 2.3 All members are in good standing except a member who has failed to pay his/her current annual membership fee or any other subscription or debt due and owing by him/her to the Society and he/she is not in good standing so long as the debt remains unpaid.

Part 3 - Meetings of Members

- 3.1. The Annual General Meeting shall be held within four months of the calendar year end. There shall be a minimum of one membership meeting per year in addition to the Annual General Meeting. Other meetings of the members, whether general or special, may be convened by order of the Board of Directors, at such a place and time as may be determined by the Board of Directors. A Special General Meeting may also be called upon written request by any seven (7) members or ten (10%) percent of the members, whichever is less, submitted to the Board of Directors.
- 3.2. Notice of a general meeting must specify the place, day and hour of the meeting.
- (a) The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
 - (b) Members may waive notice to of general or special meetings of the members.

- 3.3. Notice of a general meeting of the members shall be given as follows:
- (a) notice of the date, time and location of the meeting has been sent, to every member of the Society who has provided an email address to the society, by email to that email address, and
 - (b) notice of the date, time and location of the meeting
 - (i) is published, at least once in each of the three weeks immediately before the meeting, in one or more newspapers identified in the bylaws, or
 - (ii) is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members of the Society.
- 3.4. Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- (a) If at any time during a general 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.
 - (b) For the purposes of a general meeting, a quorum is 10 members present, or a greater number as determined by the members.
- 3.5. If within thirty minutes from the time appointed for a general meeting 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 thirty minutes from the time appointed for the meeting, the members constitute a quorum.
- 3.6. Subject to bylaw 3.7, the President of the Society, the Vice President or, in the absence of both, one of the other Directors present, must preside as chair of a general meeting.
- 3.7. If at a general meeting
- (a) there is no President, Vice President or other Director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the President and all the other Directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
- 3.8. A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice shall be required of such an adjournment.
- 3.9. Voting at a general meeting shall be done by a show of hands. Voting by proxy is not permitted.
- 3.10. The procedure at any meeting which has not been specifically set out in these by-laws shall be a set out in Robert's Rules of Order.

Part 4 - Board of Directors

- 4.1. The affairs of the Society shall be managed by a Board of Directors of nine (9) people. Each Director shall be elected to hold office for a term of two (2) years, or until a successor shall have been duly elected and qualified. Five (5) of the Board members shall be retired on even year Annual General Meetings and four (4) shall be retired on odd year Annual General Meetings but shall be eligible for re-election if otherwise qualified.
- 4.2. The Directors of the Society may administer the affairs of the Society in all things and make or cause to be made for the Society in its name, any kind of contract which this Society may lawfully enter into and may exercise all such powers and do all such other acts and things as this Society by its Constitution or otherwise is authorized to exercise or do.
- 4.3. The qualifications for a Director shall be coincident with qualifications for membership of the Society.
- 4.4. No more than two Directors at any time may be a voting member of the Society by virtue of section 1.2(a)(iii) herein.
- 4.5. A Director shall cease to be a Director
 - (a) on ceasing to be a member
 - (b) upon resignation,
 - (c) upon expulsion,
 - (d) upon the office being declared vacant by a resolution of the Board of Directors following the Director being absent from three consecutive board meetings without reasonable excuse.
- 4.6. Vacancies in the Board of Directors, however caused, may be filled by appointment by the Directors. If unfilled by the Directors, such vacancy shall be filled at the next General Meeting.
- 4.7. A Director who has been appointed by the Board of Directors shall hold office only until the next Annual General Meeting, when he/she may be confirmed in office for a further period of one year or be eligible for election.
- 4.8. A majority of Directors shall form a quorum for the transaction of the business, but where there are unfilled vacancies in the Board of Directors, a majority of the remaining members of the Board of
- 4.9. Directors, not including any members of the Board of Directors on an authorized extended absence, shall form a quorum for the transaction of the business. No formal notice of any of the meetings shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors meetings may be formally called by the President or Vice President, or by the Secretary acting on the direction of two (2) Directors.
- 4.10. Questions arising at any meeting of Directors shall be decided by consensus. When consensus cannot be reached, questions shall be decided by a majority of votes. The Chairperson shall be non-voting except in the event of a tie when the Chairperson shall cast the deciding vote.
- 4.11. A resolution in writing signed by all the Directors personally shall be valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.
- 4.12. No member of the Board of Directors shall receive any remuneration from this Society for services rendered in an official capacity as a member of the Board of Directors of this Society.
- 4.13. The Directors shall not be liable for any action taken or omitted by them in good faith or for acts of any agent, employee or attorney selected by the Directors with reasonable care or for any acts or omissions of any other Director.

4.13 All Directors' meetings are open to the voting members of the society.

Part 5 - Officers and Committees

5.1 From their number, the Board of Directors shall elect annually an executive consisting of:

- (a) President, who shall serve as Chairperson and shall preside at all meetings of the Association and the Board of Directors. The President shall have the powers and duties generally pertaining to that office. The President shall be a member ex-officio of all committees except the Nominating Committee.
- (b) Vice President, who shall serve as the Vice-Chairperson and shall, in the absence or disability of the President, possess all the powers and perform all of the duties of President.
- (c) Secretary, who shall cause to be kept minutes of all meetings of the members and meetings of the Directors. The Secretary shall have custody of those minutes and a copy will be on file at all times at the Association address.
- (d) Treasurer, who shall have custody and control of all securities and funds and see that full and accurate records are kept thereof. The Treasurer shall make an annual written report showing the financial condition of the Society and the results of the yearly operation of the Society.

Directors serving on the executive shall be limited to four (4) years consecutively serving in the same position and must then wait one (1) year before taking up the position again, unless there is unanimous support of the board. The Directors shall carry out the business of the Society between the meetings of the Board in accordance with the policies and directives established by the Board.

5.2 The Directors may delegate any but not all of their powers to committees consisting of the Director or Directors as they see fit.

5.3 A committee formed pursuant to clause 5.2 in the exercise of powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in the exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.

5.4 The Board of Directors may from time to time appoint further officers, professional consultants, committees or agents and authorize the employment of such persons as they deem necessary to carry out the objectives of the Society. Such officers, professional consultants, committees, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board of Directors.

Part 6 - Borrowing Powers

- 6.1 No money shall be borrowed by this Society without a special resolution requiring a two-thirds (2/3) vote of the members present at a general meeting.

Part 7 - Audits

- 7.1 The accounts for the Society shall be reviewed at the end of each calendar year.
- 7.2 Subject to the provisions of relevant legislation and regulation, the members of this Society, on written request, shall have the right of access, within reasonable time limits, to all records, documents, books, accounts, and files of this Society and shall be entitled to require from the Directors such information and explanation as may be necessary for the purpose of the duties of the auditors.

Part 8 - Seal

- 8.1 The Board of Directors may adopt a seal which shall be the common seal of the Society, and may from time to time, by resolution, provide for its custody and use.

Part 9 - Amendments

- 9.1 The Constitution and Bylaws of the Society shall not be repealed or altered or added to except by a special resolution, published in the notice of meeting, with a two-thirds (2/3) majority vote passed at a general meeting.