



T.K. SPARKS

**Bylaws of**  
**LANGFORD RESIDENTS ASSOCIATION SOCIETY**  
**(the "Society")**

**PART 1 – DEFINITIONS AND INTERPRETATION**

**Definitions**

**1.1** In these Bylaws:

**"Act"** means the *Societies Act* of British Columbia and its applicable Regulations as amended from time to time;

**"Alter"** includes create, add to, vary and delete;

**"Auditor's report"**, in relation to financial statements of a society required under section 35 of the Act means the auditor's report prepared under section 117 of the Act on those financial statements;

**"Bylaws"** means the bylaws herein;

**"Board"** means the directors of the society;

**"Consent resolution of Directors"** means a directors' resolution passed in accordance with section 54 (2) of the Act;

**"Constitution"** means the constitution described above;

**"Deliver"** means deliver in accordance with these bylaws;

**"Delivery address"**, means the delivery address of the registered office set out in the statement of directors and registered office of the society;

**"Director"**, means an individual who has been designated, elected or appointed, as the case may be, as a member of the board of directors of the society, regardless of the title by which the individual is called;

**"Electronic meeting"** means a fully electronic meeting or a partially electronic meeting;

**"File"**, in relation to a record that must or may be filed with the registrar, means file the record in accordance with section 209 (1) of the Act;

**"Fully electronic meeting"** means a meeting in which persons are entitled to participate solely by telephone or other communications medium, as set out in the notice for the meeting, if all persons attending the meeting are able to participate in it, whether by telephone or other communications medium;

**"General meeting"** means a general meeting of the members of a society;

**"Mailing address"**, means the mailing address of the registered office set out in the statement of directors and registered office of the society;

**"Member"**, in relation to a society, means

- (a) an applicant for the incorporation of the society who remains a member of the society, and
- (b) a person who becomes, in accordance with the bylaws, a member of the society and who remains a member of the society;

**"Ordinary resolution"** means any of the following:

- (a) a resolution passed at a general meeting by a simple majority of the votes cast by the voting members;
- (b) a resolution consented to in writing, after being sent to all of the voting members, by at least 2/3 of the voting members;

**"Partially electronic meeting"** means a meeting in which persons are entitled to participate in person or by telephone or other communications medium, as set out in the notice for the meeting, if all persons attending the meeting are able to participate in it, whether by telephone, by other communications medium or in person;

**"Register of Directors"** means the list of Directors referred to in section 20 (1) (e) of the Act;

**"Register of members"** means the list of members record referred to in section 20 (1) (h) of the Act;

**"Society"** means the society indicted above that is incorporated under this Act, or

**"Special resolution"** means any of the following:

- (a) a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members at an in person, partially electronic or fully electronic meeting;
- (b) if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by at least 2/3 of the votes cast, in accordance with the bylaws, on the resolution;

**"Statement of Directors and Registered Office"** means the statement of directors and registered office described in section 12 of the Act;

**"Voting member"** means a member of a society who has the right to vote under Part 2 of these Bylaws.

### **Definitions in Act apply**

**1.2** The definitions in the Act apply to these Bylaws.

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

**1.3** 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.

### **Inspection of Society Records**

**1.4** (a) Inspection of the Society's records granted in Section 24(2)(b) of the *Societies Act* shall be limited to the information agreed by the Directors in their sole discretion;

(b) Inspection of the Society's records by a person other than a Member, Director or a representative of Societies Branch, granted in Section 24(4) of the *Societies Act*, shall be limited to the information published to the website of Langford Residents Association Society.

## **PART 2 – MEMBERS**

### **Application for membership**

**2.1** All applicants for Membership must meet all of the following criterion:

- (a) Be a resident of Langford or the Western Communities;

- (b) Pay a Membership fee or volunteer for a period of time as set from time to time by the Board of Directors. See Section 2.8 for further clarification;
- (c) Be over the age of 14 years;
- (d) Submit an application form as determined by the Board of Directors from time to time;
- (e) In order to maintain the constitutional values of Langford Residents Association Society, we retain the right to vet membership applications. Vetting criteria include those listed below and can be modified at any time by majority decision of the Board of Directors. Applicants may be denied membership by majority decision of the Board of Directors for publicly demonstrating (in any medium) non constructive behaviours to include:
  - (i) criticizing Langford Residents Association Society as an organization or
  - (ii) demonstrating a willingness to be rude, conduct personal attacks, be purposefully destructive or disrespectful to the Society or its Board of Directors.

## **Types of Membership**

**2.2** There shall be four types of membership:

- a) Supporting Member, and;
- b) Active Member.

### **Supporting Member**

**2.3** Supporting Members are new members, that have met all the requirements set out in 2.1. After a 30 day membership period, supporting members will become active members and will be bestowed voting privileges.

### **Active Member**

**2.4** There are three categories of Active Members:

- a) Regular
- b) Youth member (14-18 years of age);
- c) Lifetime members.

All Active Members in good standing shall be entitled to vote at any general meeting or annual general meeting of the Society.

### **Duties of Members**

**2.5** Every Member must:

- (a) Uphold the Purpose, Vision and Mission of the Society and must comply with these Bylaws.
- (b) Members must treat others with courtesy, kindness, respect and aim to work in a collaborative and consensus building process.
- (c) Members must ensure that any community and political information they share is accurate and can be substantiated.
- (d) Members must act with integrity and be of good character when representing or associating themselves with the Society.

### **Amount of Membership dues**

**2.6** The amount of the annual Membership dues will be determined by the Board of Directors. Membership dues may be waived by the Board of Directors for reasons of undue hardship and the applicant for membership may, instead, volunteer a minimum of 1 hour per week for a minimum of 4 weeks prior to becoming an active member. Youth membership dues will be reduced by 50% of the normal active member fee. Lifetime members will pay no annual fees, and selection will be determined by the Board of Directors based on extraordinary contributions to the Missions of this Society.

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

**2.7** An Active Member is not in good standing if the Member fails to pay the Member's annual membership dues, if any, and the Member is not in good standing for so long as those dues remain unpaid. An Active Member who is not in good standing may not vote.

### **Termination of membership**

**2.8** A person ceases to be a Member of the Society:

- (a) If a person's membership in the Society is not in good standing for 3 consecutive months;
- (b) By delivering their resignation in writing to the Board of Directors or by mailing it or delivering it to the address for notice of the Society;
- (c) Upon their death;

- (d) By resolution of the Board. The Board shall have authority to suspend or expel any Member from the Society for any one or more of the following grounds:
  - i) violating any provision of the Constitution, Bylaws, or written policies of the Society;
  - ii) carrying out any conduct which may be detrimental to the Society as determined by the Board in its sole discretion;
  - iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Society.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Society, the President, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period.

In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the Board, may proceed to notify the member that the Member is suspended or expelled from membership in the Society. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal. Notice may be given via electronic transmission to the last provided email address of the Member.

### **PART 3 –GENERAL MEETINGS OF MEMBERS**

#### **Time and place of general meeting**

**3.1** A general meeting may be held at the time or place the Board determines or if requested by at least 25% or the Active Members in good standing.

#### **Ordinary business at general meeting**

**3.2** At a General Meeting, the following business is ordinary business:

- (a) adoption of rules of order;

- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the Directors or auditor;
- (d) business arising out of a report of the Directors not requiring the passing of a special resolution.

### **Notice of General Meeting**

**3.3** A Notice of the General Meeting must be provided 7 days prior to the scheduled meeting, to all Members. Notice will be emailed to all Members and unless the email is bounced back as undeliverable, Notice shall be deemed to have been properly provided.

### **Annual General Meeting**

**3.4** An Annual General Meeting (AGM) will follow all rules and policies of General Meetings with the following exceptions:

- a) AGMs will only be held once a year within one month of the anniversary date of the Society;
- b) AGM Notice of Meeting criterion set at 3.3 will be extended to 14 days;
- c) In addition to the ordinary business listed in 3.2, the AGM will include:
  - i) A Board review of the previous year's plans and goals;
  - ii) A Board presentation of the upcoming year's draft plan for the coming year's plans and goals;
  - iii) Election or appointment of Directors;
  - iv) Election or appointment of Directors to Officer positions;
  - v) Review of previous year's Financial Report and Auditor's Report, if any;
  - vi) Appointment of Auditor, if any.

### **Chair of Meetings**

**3.5** The following individual is entitled to preside as the Chair of a General Meeting:

- (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,
  - (i) the President,

- (ii) the Vice-President, if the President is unable to preside as the Chair, or
- (iii) one of the other Directors in attendance at the meeting, if both the President and Vice-President are unable to preside as the chair.

### **Alternate Chair of General Meeting**

**3.6** If there is no individual entitled under these Bylaws who is able to preside as the Chair of a General Meeting within 15 minutes from the time set for holding the meeting, the Voting Members who are in attendance must elect an individual present at the meeting to preside as the Chair.

### **Quorum required**

**3.7** Business, other than the election of the Chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a General Meeting unless a quorum of Voting Members is in attendance.

### **Quorum for General Meetings**

**3.8** The quorum for the transaction of business at a General Meeting is no less than 5 members.

### **Lack of quorum at commencement of Meeting**

- 3.9** If, within 30 minutes from the time set for holding a General Meeting, a quorum of Voting Members is not in attendance,
- (a) The meeting stands adjourned to the same day in the next week, at the same time and, if applicable 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.

### **If Quorum ceases to be present**

**3.10** If, at any time during a General Meeting, there ceases to be a quorum of Voting Members present, business then in progress must be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.

### **Adjournments by Chair**

**3.11** The Chair of a General Meeting may, or, if so directed by the Voting Members at the meeting, must adjourn a meeting to a different time but no business



may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

### **Notice of continuation of adjourned General Meeting**

**3.12** It is not necessary to give notice of a continuation of an adjourned General Meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a General Meeting is adjourned for 30 days or more, Notice of the continuation of the adjourned meeting must be given.

### **Order of business at General Meeting**

**3.13** The order of business at a General Meeting is as follows:

- (a) elect an individual to Chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the Agenda;
- (d) approve the Minutes from the last General Meeting;
- (e) deal with unfinished business from the last General Meeting;
- (f) if the meeting is an Annual General Meeting,
  - (i) receive the Directors' Report on the Financial Statements of the Society for the previous financial year, and the Auditor's Report, if any, on those statements,
  - (ii) receive any other Reports of Directors' activities and decisions since the previous Annual General Meeting,
  - (iii) elect or appoint Directors, and
  - (iv) appoint an Auditor, if any;
- (g) deal with new business, including any matters about which Notice has been given to the Members in the Notice of Meeting;
- (h) terminate the meeting.

### **Methods of voting**

**3.14** At a General Meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the Voting Members, except that if, before or after such a vote, 2 or more Voting Members request a secret ballot or a secret ballot is directed by the Chair of the meeting, voting must be by a secret ballot.

### **Special Resolution**

**3.15** In order for a Special Resolution to be passed amending the Name, Constitution and Bylaws of the Society, it must be approved by show of hands in person or by writing (paper or electronically) by minimum 67% of the membership entitled to vote. Notice of the Special Resolution must be provided to the membership, specifying the intention to propose the Special Resolution for no less than 14 days before the vote.

### **Ordinary Resolution**

**3.16** Ordinary Resolution means a resolution passed in a General Meeting by the members of the society present in person or electronically who are entitled to vote.

### **Announcement of result**

**3.17** The Chair of a General Meeting must announce the outcome of each vote and that outcome must be recorded in the Minutes of the meeting.

### **Proxy voting not permitted**

**3.18** Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

**3.19** A matter to be decided at a General Meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by Special Resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **PART 4 – DIRECTORS**

### **Number of Directors on Board**

**4.1** The society must have no fewer than 3 and no more than 11 Directors.

### **Election or appointment of Directors**

**4.2** At each Annual General Meeting, Active Members in good standing are entitled to vote for the election or appointment of Directors.

### **Term of Directors**

**4.3** Unless otherwise decided by the Board, the Directors shall normally have one (1) year terms that coincide with voting at the AGMs. In the first year after incorporation of the Society, initial Directors will be appointed and will serve a term of one (1) year, until the first AGM.

### **Directors may fill casual vacancy on Board**

**4.4** 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.

#### **Term of appointment of director filling casual vacancy**

**4.5** 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.

### **PART 5 – DIRECTORS' MEETINGS**

#### **Calling Directors' Meeting**

**5.1** A Directors' Meeting may be called by the President, Vice-President or upon request by any two (2) Directors.

#### **Notice of Directors' Meeting**

**5.2** Normally 2 days notice is required for a Directors' Meeting. As per Section 54(1) of the *Societies Act*, that notice may be waived.

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

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

#### **Conduct of Directors' Meetings**

**5.4** The Directors may regulate their meetings and proceedings as they see fit. If the Secretary is unavailable, then another Director will be assigned to take Minutes.

#### **Quorum of Directors**

**5.5** The quorum for the transaction of business at a Directors' Meeting is a majority of the Directors.

### **PART 6 – BOARD POSITIONS**

#### **Election or appointment to Board positions**

**6.1** Directors must be elected or appointed to the following Board positions, and a Director, other than the President, may hold more than one position:

**(a)** President;

- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer.

### **Directors at large**

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

### **Role of President**

**6.3** The President is the Chair of the Board and is responsible for supervising the other Directors in the execution of their duties. He/She/They shall normally preside over all meetings;

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

**6.4** 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.

### **Role of secretary**

**6.5** 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;
- (d) conducting the correspondence of the Board;
- (e) filing the Annual Report of the Society and making any other filings with the Registrar under the Act.

### **Absence of Secretary from meeting**

**6.6** In the absence of the Secretary from a meeting, the President must appoint another individual to act as Secretary at the meeting.

### **Role of Treasurer**

**6.7** 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;
- (c) preparing the Society's Financial Statements;
- (d) making the Society's filings respecting taxes.

## **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

**7.1** These Bylaws do not permit the Society to pay to a Director remuneration for being a Director, but the Society may, subject to the Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity.

### **Signing authority**

**7.2** 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, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

## **Part 8 – Rules of Order**

**8.1** Every effort will be made by the Membership and the Directors to come to consensus with respect to the decisions made by the Society; however, in the event that consensus cannot be reached after a reasonable length of time for discussion, the chair has the right to invoke Robert's Rules of Order and have majority vote carried upon majority vote for Ordinary Resolutions or Directors' Meetings. In the case of Special Resolutions, the carried vote is 67% of eligible Voting Members per Part 3.16 of these bylaws.