**HORNBY ISLAND SHORT-TERM RENTAL ASSOCIATION**

**(HISTRA)**

(Registered under the British Columbia Societies Act)

**BYLAWS**

These Bylaws relate to the transaction of business and affairs of the Hornby Island Short-Term Rental Association (HISRTA)

1. **THE ORIGINS OF THE ASSOCIATION**

Hornby Island is a gentle little community in the Strait of Georgia that has become very special to its many guests over the years. In order to retain its idyllic rural character, Hornby Island has intentionally avoided commercial tourist development and opted instead for the casual sharing of residential homes in local neighbourhoods to accommodate its guests. Vacation Rentals is a way for Hornby Island to bring visitors to the Island and give them way to participate in local neighbourhoods and enjoy island life for the week or two they spend here.

In December, 2012 the Hornby Island Official Community Plan encourages owners of short-term rentals to form an association which could establish best practices and ways to resolve problems so that good standards are in place.

Founded in 2019, the Association was formed in response to the commitment made by representatives from short term rentals on Hornby Island to support, as a collective, Hornby Island sustainability, environmental conservation and low impact ecotourism.

The Association supports inviting guests to share Hornby Island homes and neighbourhoods throughout the island and contribute to the local economy in a way that benefits the community as a whole and acknowledges the fragility of Hornby island. The Association welcomes the opportunity to share with the island guests a way to enjoy this wondrous part of the world with the hope of creating a sense of place for all those who visit.

The Association also recognizes and supports the short-term accommodation provided to Hornby Island guests such as teachers, doctors, RCMP, road crew employees, construction employees etc. These guests stay throughout the community in various forms of short-term accommodation and are an integral part of living on Hornby Island.

1. **A BRITISH COLUMBIA REGISTERED ASSOCIATION**

The Association’s general activities shall be governed by these Bylaws. The affairs of the Hornby Island Short-Term Rental Association (referred to herein as the “Association”) are governed by a Board of Directors (referred to herein as the “Board”). The Board is elected by the Voting Members of the Society.

1. **PURPOSE AND PRIMARY GOALS**
2. The ***Mission*** of the Association is to develop an innovative, collaborative Association that supports short term accommodation in a way that benefits the community as a whole and acknowledges the fragility of Hornby Island.
3. The ***Vision*** of the Association is to support a thriving, sustainable, environmentally conscious Hornby Island, now and for future generations.
4. The **Values** of the Association are to:

(defined as: a **value statement** is a declaration that announces an Associations top priorities and core beliefs, both to guide their actions and also to connect with members)

* 1. Establish best practices for short-term accommodation and ways to resolve concerns so that good standards are in place.
  2. Encourage a proactive relationship between short term accommodation landowners and the community.
  3. Raise greater awareness of issues facing all of Hornby Island.
  4. Strengthen partnerships, collaboration and cooperation among Hornby Island residents, whether seasonally or year-round, Island Trust and others who are concerned and affected by related environmental factors.
  5. Strengthen our members so they can expand their roles as stewards of Hornby Island.
  6. Support evidence-based decision making.
  7. Advocate and support Island sustainability in all ways.
  8. Advocate Good Neighbour practices.
  9. Advocate and support the contribution of island guests to the economic sustainability of the Hornby community.
  10. Working with and supporting the activities of community organizations, other resident groups, local businesses and business associations, and governments as appropriate.

1. The Association, working within available resources, undertakes various nonprofit works and supports the activities of its members in order to carry out its Mission and Values.
2. The purpose and goal of the Association is attained in a manner that complies with applicable laws. The Association will develop and maintain necessary resources to achieve its purpose and goal.
3. The Association operates within the geographical jurisdiction of Hornby Island, British Columbia.
4. **BUSINESS OF THE ASSOCIATION**
5. **Head office.** The address of the Association shall be as determined by the Directors from time to time.
6. **Financial year.** Until otherwise determined by the Board, the financial year-end of the Association shall be December 31st of each year.
7. **Audit.** The financial statements of the Association shall be reviewed and approved annually by the Directors. The Directors may engage external accountants for the purpose of providing an opinion on the financial statements, in accordance with the prevailing and applicable statutes.
8. **Execution of instruments.** The Directors may from time to time direct the manner in which, and the person or persons by whom, any particular instrument or class of instruments may be signed. In the absence of any such direction, deeds, transfers, assignments, contracts, obligations, certificates and other instruments shall be signed by two people, both of which shall be the President, Vice President, Secretary or Treasurer.
9. **Definitions in Act apply**

The definitions in the BC Societies Act apply to these Bylaws. The BC Societies Act can be found at this following link <http://www.bclaws.ca/civix/document/id/complete/statreg/15018_01>

1. **Conflict with Act or regulations**

If there is a conflict between these Bylaws and the BC Societies Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

1. **MEMBERSHIP**
2. The members of the society are the applicants for registration of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
3. **Class of Membership:** The HISTRA shall have a single class of members, formed to represent the interests of vacation rentals on Hornby Island. A membership is limited to the following:

* Hornby Island registered landowners who operate short term accommodation
* Persons/businesses who administer short term rentals on Hornby Island on behalf of said accommodations
* Hornby Island Residents to who are licensed to sell Real Estate on the Island
* Owners of hornbyisland.com vacation rental website
* Representative of Hornby Island Community Economic Enhancement Corporation (HICEEC)
* Representative from organizations that operate affordable housing on Hornby Island
* Representatives from other short-term accommodation providers on Hornby Island

1. **Applications for membership**: The Members shall consist of such individuals as have completed an application for membership in the Association and have paid the membership fees, if required, for the relevant year. Membership becomes effective once received and accepted by the Board of Directors of the Association or their designate.

The membership is assigned to the individual, therefore there is one membership per person.

1. **Annual membership fees:** An annual membership fee shall be payable to the HISTRA by each Member who meets the definition of membership. The annual fees for membership in the Association shall be approved from time to time by the voting Members at the Annual General Meeting. A member in good standing is defined as any member, who meets the definition of membership, that has paid the required membership fees, if required, within 60 days of their annual renewal date. The membership fee will be zero until April 1st, 2020. After that time the membership fee will be set at the Annual General meeting by the membership of the Association.

1. **Termination of a Member.** A person ceases to be a Member of the Association upon the occurrence of any of the following events:
2. delivering his or her withdrawal of membership in writing to the Secretary of the Association or by mailing or delivering it to the registered office of the Association;
3. being expelled;
4. failing to meet the definition of Member; or
5. his or her death or in the case of a society or corporation, on dissolution.
6. **Expelling a Member**.
7. Member may be expelled by *Special Resolution* of the Voting Members passed at a general meeting with at least 2/3rd of the votes cast in favor;
8. the Notice for *Special Resolution* for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion; and
9. the person who is subject of the proposed *Special Resolution* for expulsion must be given the opportunity to be heard at the general meeting before the *Special Resolution* is put to a vote.
10. **MEETINGS OF MEMBERS**
11. **Annual meeting of the Members.** A annual meeting of the Members shall be held at the call of the Directors and shall take place not later than 6 months (180 days) after the end of any fiscal year, for the purpose of receiving the financial statements of the Association for the preceding fiscal year, electing Directors, and conducting such other business as may properly come before the meeting.
12. **Special meetings of the Members.** A special meeting of Members may be called at any time by the Directors, and shall be called by the Directors forthwith upon receipt of a requisition in writing or not less than one-tenth of all Association in good standing within 15 days of receipt of such requisition.
13. **Notice of meeting**. Not less than 30 day’s notice in writing or by electronic means of any meeting of Members shall be given to all Members in the Association and such notice shall identify the items of business intended to be transacted at such a Meeting.
14. **Quorum**. A quorum for any meeting of Members shall be 10% of the Members in good standing present at the meeting.
15. **Power to Vote.** Members who have been registered members for at least 30 days prior to the meeting date, shall have the power to vote at meetings of the members.
16. **Chair.** The President, or in the absence of the President, the Vice President shall preside at any meeting of the Members. If no such Officer is present, the voting Members present shall choose a Chair from amongst themselves.
17. **Procedure at meetings**. All meetings shall be conducted to the extent practicable in accordance with recognized parliamentary procedures. The Chair shall retain the authority to make such rulings as are deemed appropriate to the proper functioning of the meeting, and any such ruling shall be final, subject only to a decision of the voting Members to remove the Chair.
18. **METHOD OF VOTING AT A GENERAL MEETING**
19. **Method of Voting.** Notice of any meeting of the Voting Members shall include a statement of the right of each Voting Member to vote in person or by email voting. The notice of such meeting shall contain sufficient information concerning such business to permit the Voting Member to form a reasonable judgment on the decision(s) to be taken.
20. **Email Voting.** At a general meeting, a Voting Member duly registered to vote may submit his or her vote by an email from an email address which is on file with the Association. A person voting by email at a meeting must register that vote with the representative appointed by the Secretary prior to the commencement of the meeting.
21. **Voting.** No person other than a Voting Member may vote at a general meeting of the Society
22. **ELECTIONS, NOMINATION AND VOTING**
23. **Elections at annual meetings.** The election of Directors shall take place at the annual meeting of Members, and shall be by secret ballot unless those nominated are acclaimed. Directors shall be elected by the majority vote of those voting Members present at the meeting.
24. **Scrutineers.** With the consent of the voting Members, the Chair of the meeting shall appoint not less than three scrutineers who shall prepare, distribute, collect and count ballots cast and report the results to the Chair of the meeting. On any issue relating to the validity of any ballot cast, the decision of the scrutineers shall be final and binding.
25. **Casting vote.** In the event of an equality of votes cast on any issue at an annual meeting, the Chair of the meeting shall have a second or deciding vote.
26. **BOARD OF DIRECTORS**
27. **Size and election**. There shall be a Board of Directors (herein called the Directors) made up of between three to eleven Directors, to be elected to a term of two years each.
28. **Terms of Office**. Board members shall be elected to two-year terms and are eligible for election for up to three consecutive terms. Directors may be re-nominated for service on the board following a one-year absence from the board.
29. **Staggered Term.** The first Directors of the Association shall be divided as equally as possible into two groups. One group shall serve an initial term of one year. Another group shall serve an initial term of two years.
30. **Qualification**. Any member in good standing of the Association is qualified to be elected or appointed as a Director. A Director who has completed two consecutive terms of office shall not be eligible for re-election until the second annual meeting following the completion of their second term as a Director.
31. **Composition of the Board.** The Board will have the designated representatives from the following permanent members of the Association:
    1. 1 Member licensed to sell Real Estate on Hornby Island
    2. 1- 4 Members representing property administrators on Hornby Island
    3. 1 member representing Hornby Island.com advertiser of vacation rentals
    4. 1 member representing Hornby Island Community Economic Enhancement Corporation (HICEEC)
    5. 1 member representing a Hornby Island affordable housing organization or their designate

**and**

* 1. Members of the Association

1. **Election of designated representatives.** The seats reserved for Designated Members of the Association Board of Directors will be determined through a process of nomination (by who they represent) and then voting in by the Association members in good standing at the Annual General Meeting.
2. **Term of designated representatives.** The designated named positions of the Board will stand for a period of two years. If one of the designated seats resigns the Board may appoint a Director until the next Annual General Meeting. The vacancy will be filled at the next Annual General Meeting.
3. **Meeting of Directors**. A meeting of Directors may be held without notice following the conclusion of any annual meeting of Members. Thereafter, meetings of Directors may be held at any time at the call of the President or by requisition of one-third of the Directors then holding office, on 72 hours’ notice given to all Directors. Without limiting the means by which notice of a meeting may be given, notice shall be validly given if transmitted by phone, in person, facsimile or email to the Director’s last known facsimile number or email address.
4. **Participation at meetings**. With the consent of the Directors present at or participating in the meeting, a meeting of directors or of a committee of directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in the meeting by those means is deemed to be present at the meeting.
5. **Quorum**. A quorum for any meeting of the Directors shall be three Directors then holding office, present in person, by telephone, or by other electronic means.
6. **Chair**. The President, or in the absence of the President, the Vice President shall preside at any meeting of the Directors. If no such Office is present, the Directors present shall choose one of their number to chair the meeting.
7. **Resolutions in writing**. A resolution in writing, signed by all Directors who would be entitled to vote on that resolution at a meeting of the Directors, or by all Members of a Committee established by the Directors who would be entitled to vote thereon, is as valid as if it had been passed at a duly constituted meeting of Directors or at a duly constituted meeting of the members of the Committee.
8. **Voting at meetings of Directors**. At each meeting of Directors, each Director may, in the absence of a conflict of interest or other disqualification, case one vote on any issue to be decided by vote, and in the event of a tie, the Chair shall have a second or deciding vote.

1. **Declaration of interest.** It shall be the duty of every Director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Association to declare such interest to the extent, in the matter and at the time required by law. No Director shall vote on any matter in which he or she has a material and direct financial interest that will be affected by the outcome of the vote.
2. **Remuneration**. Directors shall serve as such without remuneration, however may be entitled to be paid their travelling and other expenses properly incurred by them in attending meetings on behalf of the Association, if authorized by the Directors.
3. **Attendance requirement**. A Director who fails to attend (in person or electronically) for three consecutive meetings of the Directors can be excused due to such non-attendance by a resolution of the remaining Directors.
4. **Vacancies.** The Board, may at any time appoint a Member as a Director to fill a vacancy on the Board. The sole exception to this is the President of the Society who must be elected at a general meeting. A Director so appointed shall only hold office until the conclusion of the next general meeting, but is eligible for election at the meeting.
5. **Removal of Directors.** The voting Members may, by special resolution passed by two thirds of the votes cast thereon at a meeting of Members called for the purpose, remove any Director before the expiration of their term of office.
6. **COMMITTEES**
7. **Nominating Committee.** There shall be a Nominating Committee, consisting of not less than three persons chosen by the Directors, at least two of whom shall be Directors. The mandate of the Nominating Committee shall be such as the Directors from time to time prescribe, but such mandate shall include responsibility for nominations pursuant to section 48 below. The Vice President shall be one of the members of the Nominating Committee provided there is a Vice President in office.
8. **Nominations.** In advance of each annual meeting of Members, the Nominating Committee shall recommend a slate of nominees for election to the Board of Directors. The Committee is expected to make every effort to recommend individuals who are available to attend meetings of Directors, who will be representative of the Association membership across Hornby Island, and who together with the remaining Directors will provide the Board of Directors with an appropriate balance of skills, interests and expertise. No nominations for Board positions are allowed from the floor of the AGM. A list of persons eligible to be elected must be established and communicated to Voting Members at least thirty (30) days prior to voting.
9. **Other committees.** The Directors may by resolution create other committees of the Board from time to time, and may appoint persons who are not Directors as members of such committees. The President shall be ex-officio of all committees. Committees created by the Directors shall be given terms of reference by the Directors, and the Chair of each such committee shall be appointed to and may be removed by the Directors.
10. The Directors may delegate by resolution any, but not all, of their powers to committees. Such delegation shall not relieve the Directors of their responsibilities under the Societies Act. A committee, so formed and exercising these delegated powers, must conform to all rules imposed by the Board. The Chair of the committee must report every act performed in exercising these powers to the Board, at the earliest opportunity following the implementation of the act.

**J. OFFICERS**

1. The Directors shall, within 30 days following any annual general meeting of Members, elect from amongst themselves a President, Vice President, Treasurer and a Secretary. The Directors may combine such offices as they see fit, save that the offices of President and Secretary may not be combined.
2. **Chair**

In addition to Director responsibilities, the Chair’s key responsibilities are to:

* + - 1. chair the Board meetings;
      2. provide leadership with the Board;
      3. facilitate participation and development of all Board members;
      4. oversee planning for the Society;
      5. act as spokesperson for the Board;
      6. act as chair at public meetings and events including the annual general meeting, special meetings of the membership;
      7. act as Ex-Officio Member of all Board committees; and
      8. work closely with the committee chairs to monitor progress, committee activities and effectiveness.

1. **Vice Chair**

In addition to Director responsibilities, the Vice Chair’s key responsibilities are to:

* + - 1. perform all the duties of the Chair in the absence or inability of the Chair to act; and
      2. chair committees.

1. **Secretary**

The Secretary shall ensure that:

* + - 1. invitations and agendas have been sent out for all meetings;
      2. minutes of the meetings are presented and signed;
      3. records and archives are kept, including all records related to the election of the Chair;
      4. records are kept of annual and other reports provided by the Board;
      5. an up to date list of members of the Board is kept;
      6. stamp for affixing the Society’s seal is kept secure (if the Society has one);
      7. maintain confidentiality and safety of data about members and those being served;
      8. be responsible for duties relating to the annual general meeting

1. **Treasurer**

In addition to Director responsibilities, the Treasurer’s key responsibilities are to:

* + - 1. chair the finance committee;
      2. participate in planning for the organization;
      3. review financial statements and monitor the financial activities of the Society;
      4. be the key contact between the Board and the accountant, if an accountant is assigned;
      5. work with the accountant, if assigned, in review and presentation of annual financial statements; and
      6. hold and attend regular finance committee meetings, and provide the Board with regular reports on the financial position of the Society.

**T. INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS**

1. Every Director and Officer of the Hornby Island Short-Term Rental Association and their heirs, executors, and administrators shall from time to time and at all time be indemnified and saved harmless from and against
   1. All costs, charges and expenses whatsoever which the Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of their office, and
   2. All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by their own gross negligence or willful misdeed.

**U. AMENDMENT**

1. The Bylaws may be enacted, amended and repealed by Special Resolution at an annual or extraordinary general meeting by not less than two thirds of the voting members voting on the matter.
2. A copy of any Bylaw to be approved at an annual or extraordinary general meeting shall be sent by the Secretary to every Voting Member, with a minimum of 30 (thirty) days’ advance notice of such annual general meeting or such extraordinary meeting.

**V. BYLAWS**

1. Every person admitted to Voting Membership, is entitled to, and must be given access to without charge, a copy of the Constitution and Bylaws of the Association.
2. The Bylaws must not be altered or added to except by Special Resolution.

**W. GENERAL**

**62. Errors and omissions**. The accidental omission to give any notice to any Member, Director or Officer or the non-receipt of any notice by any Member, Director, or Officer in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice.

**63. Wavier of notice**. Any Member, Director, or Officer may waive the notice required to be given to him or her and such waiver, whether given before, during or after the meeting or other event of which notice is to be given, shall cure any default in given such notice.