

Proposed Constitution & By-laws

**MOUNT TOLMIE COMMUNITY ASSOCIATION**

*APRIL 1995*

CONSTITUTION

**Article 1**

**NAME:** The name of the association is the **Mount Tolmie Community Association** (hereafter referred to as the **Association**).

**Article 2**  
**PURPOSE:**

The purposes of the Association are to promote, facilitate, support or undertake any activity that will enhance the quality of life of the Mount Tolmie Community Association area including, but not limited to the following:

- i) To advance the interests and meet the community needs of the members of the Association and the residents of the area known as Mount Tolmie in the District of Saanich.
- ii) To promote the interest of the members of the Association concerning the physical, environmental, economic, social and aesthetic aspects of the community and land use and development.
- iii) To be a resource of information about the area for the benefit of the residents of the area;
- iv) To serve as a liaison on between the residents of the Association area and all levels of government and public agencies;
- v) To foster meaningful community participation in all developments and land use planning for the Association area;
- vi) To ensure that the community residents have a determining voice, by democratic process, on all public projects within the Association area;
- vii) To enter into carious contracts, associations, or partnerships with carious agencies to improve the well-being of the community;

### **ARTICLE 3**

#### ***DISSOLUTION:***

In the event of dissolution of the Association, the members of the Association shall appoint a special committee to liquidate the assets and liabilities of the Association, provided the assets of the Association are distributed to one or more recognized charitable organizations in British Columbia. Article 4 shall be unalterable.

### **BY-LAWS**

#### **ARTICLE 1 – MEMBERSHIP**

- 1.1 Any person who lives, or owns a business or property within the Association and is legal age may apply for membership active membership. Prospective members may join the Association by paying the annual membership fee.
- 1.2 The membership fee for active memberships shall be determined at the Annual General Meeting, confirmed by passage of a motion passed by majority vote of those members in attendance.
- 1.3 Only active members in good standing shall have the full rights and privileges of membership including participation in discussion at Association meeting, with one vote per membership on all questions to come before the Association, and eligibility to nominate or be nominated as a Director. Voting cards will be issued at the meetings to active members.
- 1.4 No member shall vote by proxy. Membership shall apply from January 1 to December 31 of the calendar year and such fees or any portion thereof shall be non-refundable.
- 1.5 When speaking on behalf of the Association, all members, including the Directors may only advance the position of the Association as approved by resolution of the membership of the Board of Directors.

## **ARTICLE 2 – MEETINGS**

- 1.0 The annual General Meeting shall be held each year during the month of April, at a date and time fixed by the Board of Directors.
- 2.1 Every meeting that is not an Annual general Meeting is a Special Meeting.
  - 1.1.1 At a special meeting, only that business which has been stated in the notice may be considered for vote.
  - 1.1.2 A special meeting shall be called by resolution of the Board of Directors upon request of 10% of the members of the Association, for the purpose of dealing with the business stated in the request.
- 2.2 The membership shall be informed of the Annual General or a Special Meeting at least fourteen days in advance.
- 2.3 Notices of the time and place of meetings and the general nature of the business of the meeting may be given personally or by any other means of communication to the membership as determined by the board of directors.
- 2.4 A quorum for the transaction of business at any meeting of members shall consist of not less than twenty active members, present in person.
- 2.5 In event that a quorum is not present within thirty minutes of the time called for the meeting, the meeting shall stand adjourned for four weeks, and notice to reconvene shall be provided as specified in Article
- 2.6 The rules of procedure at a meeting shall be determined by the Board of Directors, or if any member objects, Robert's Rules of Order shall apply.

## **ARTICLE 3 – BOARD OF DIRECTORS**

- 2.0 The operation and affairs of the Association shall be managed by a Board of directors.
- 3.0.1 The Board of Directors shall include at least seven (7) members, including President, Vice President, Secretary, Treasurer and Immediate Past President and two (2) Directors-at-large. In the first year of operation, the Immediate Past President shall be filled by a Director duly elected by the Membership.
- 3.1.2 By special resolution of the membership at the Annual General Meeting, additional Directors may be added to the Board of Directors.
- 3.1 No later than the month of February of each year, the Board of Directors shall appoint a nominating committee of three members to canvas the membership and produce a slate of nominees for election as Directors. The nominating committee shall be chaired by the past President and include two members that are not Directors. The Chairperson shall conduct the election of Directors at the Annual general Meeting. Nominations may also be made from the floor of the Annual General Meeting by any member in good standing, provided that nominees are members of the Association and state their willingness to stand for election.
- 3.2 All Directors shall be active members.
- 3.3 The duties of the Board of Directors include:
- 3.3.1 Taking an interest in and promote the aims and objectives of the Association;
- 3.3.2 Attending all Board of Directors' meetings.
- 3.4 A quorum shall consist of 5 Directors.
- 3.5 A Director's tenure of office shall terminate:
- 3.5.1 At the next Annual General Meeting, unless she/he is re-elected;
- 3.5.2 On receipt and acceptance of her/his resignation by the remainder of the Board if Directors;

- 3.5.3 Automatically on her/his moving to a residence outside the Mount Tolmie Community Association are;
  - 3.5.4 If she/he fails to pay the annual membership fee;
  - 3.5.5 For cause, and through unanimous decision of the remaining Board members;
  - 3.5.6 When a minimum of ten percent (10%) of the members require the Directors to call a special meeting of the members of the Association for the purpose of removing any member of the Board of Directors and/or substituting a new member by a simple majority of the members present at the special meeting.
- 3.6 Vacancies on the Board of Directors, however caused, may be filled by the remaining Directors from among the Association members in good standing, provided that a majority of Directors is still in office. If the vacancy is not filled, it shall remain vacant until the next Annual General Meeting election of Directors, provided that there is a full complement of designated Association officers.
- 3.7 No Director shall receive remuneration for any service as a Director of the Association, but may be reimbursed for expenses necessarily incurred while engaged in the affairs of the Association.
- 3.8 The Directors shall not be liable for any action taken or omitted by them in good faith or for the acts of any agent, employee or attorney selected by the Directors with reasonable care, and no director shall be liable for any acts omissions of any other Director.

#### **ARTICLE 4 – DUTIES & RESPONSIBILITIES OF DIRECTORS**

- 3.0 The **President** shall, among other duties,
- i) At as chairperson of Director meetings and Association meetings;
  - ii) Act as spokesperson of the Board of Directors and the Association; and
  - iii) Cast the deciding vote in the event of a tied vote
- 4.2 The **Vice-president** shall, among other duties, perform the duties of the president in her/his absence

4.3 The **Secretary** shall, among other duties

- i) keep minutes of the meetings of the Association and of meetings of the Board of Directors;
- ii) Distribute minutes and notices of meetings when directed to do so by the President or the President's designate;
- iii) Keep and maintain all records and correspondence of the Association
- iv) Ensure the safe keeping of the records of the society and make them available for the inspection of the members at any reasonable time' and
- v) Maintain the register of members.

4.4 the **Treasurer** shall, among other duties

- i) Oversee the financial operation of Association and keep all necessary books and accounts, including those of any special committee;
- ii) Present detailed accounts, receipts and records of disbursements to the Board of Directors when required and present to the Annual General Meeting a financial statement;
- iii) Ensure the safekeeping of the books of accounts and make them available for inspection at the Annual General meeting; and
- iv) Ensure any books and records of financial transactions, fund-raising and as hoc committees are turned to the Treasurer as each such committee is dissolved or at the end of each membership year.

4.5 The **past-President** shall, among other duties,

- i) Provide counsel to the Board of Directors; and
- ii) Serve as Chairperson of the Nominating Committee

4.6 **Directors-at-large** shall, among other duties

- i) Ensure the good stewardship of the operations of the Associations;
- ii) Assist with the communication with members of the Association; and

- iii) Provide leadership for special committee activities as sanctioned by the Association or the Board of Directors.
- 4.7 The Board of Directors may appoint any committee for the purpose of fund-raising, organizing, community social events or information meetings, reviewing land use and development matters, considering public safety, security or traffic issues, or any other business of the Association.
- 4.8 A Director, acting on behalf of the Association, may publicly advance a position on any matter affecting the Association area only when that position is officially sanctioned by the Board of Directors or the Association membership.
- 4.9 The Board of Directors, by resolution of majority of Directors or the membership of the Association, shall establish standing or special committees to pursue the objectives of the Association.
  - 4.9.1 Standing or special committees shall perform their responsibilities in accord with a Terms of Reference on the duties, responsibilities, functions, and methods of operation or any other matter as directed by the Board of Directors.

#### **ARTICLE 5 – PROCEEDINGS OF THE BOARD OF DIRECTORS**

- 4.0 The Board of Directors shall meet at the call of the president, and the President shall call a meeting when requested by any three (3) Directors.
- 5.1 Notice of a Board meeting shall be communicated to each Director not less than 72 hours before the meeting may take place; provided that a meeting of the Directors may be held at any time without formal notice if all the Directors are present or those absent have waived notice or have signified their consent in writing.
- 5.2 A quorum shall consist of 5 Directors.
- 5.3 All Meetings of the Board of Directors shall be open to the membership of the Association.

Revised By-laws August 2005