

MOUNT TOLMIE COMMUNITY ASSOCIATION

Proposed Constitution & By-laws

Dated: May 23, 2017, Victoria BC

CONSTITUTION

1. The name of the society is Mount Tolmie Community Association.
2. The purpose of the Association is: To facilitate, promote, support or undertake activities that will enhance the quality of life for those living and working in the Mount Tolmie area. To foster community engagement; and act as a liaison between the residents of the community and all levels of government, local businesses, commercial property managers/owners and other non-profit organizations.

BY-LAWS

Part 1 — Definitions and Interpretation

- 1.1 In these By-laws, unless the context otherwise requires:
 - “Association” means Mount Tolmie Community Association;
 - "Act" means the Societies Act of British Columbia as amended from time to time;
 - "Board member" means the directors of the Association;
- 1.2 If there is a conflict between these By-laws and the Societies Act of BC (as amended from time to time) or the regulations under the Act; the Act or the regulations prevails.

Membership

- 2.1 By application to the Association and payment of the current membership fees, a person, business or organization becomes a member on the Association's acceptance of the application.
- 2.2 All members shall abide by the constitution By-laws of the Association.
- 2.3 All members are in good standing until membership ceases or upon expulsion. Members who have failed to abide by the terms of the constitution and By-laws are members not in good standing and may not participate in or vote at meetings.
- 2.4 A person ceases to be a member of the Association:
 - a) by delivering resignation in writing or inform the Association no longer living in the Association boundary area.
 - b) are found to be in violation of the constitution and By-laws;
 - c) upon death;
 - d) on having been a member not in good standing for 12 consecutive months (refer to Article 2.3).
- 2.5 A member can be expelled from the Association by a two-thirds vote by the Board.
- 2.6 Membership fees shall be on an annual basis and determined by the Board.
- 2.7 Annual membership shall be paid 30 days prior to the Annual General Meeting.

Part 3 — Annual General Meeting

- 3.1 The Annual General Meeting shall be held at a time and place the Board determines and no later than sixty days after year end.
- 3.2 Notice of the Annual General Meeting shall be made public no less than 14 days in advance.

- 3.3 Failure by a member to receive notice does not invalidate proceedings of the meeting.
- 3.4 The constitution and By-laws may be amended from time to time.
- 3.4 A Board of Directors will be elected at each Annual General Meeting (refer to Articles 5).

Part 4 - Quorum & Voting

- 4.1 All current paid members shall be entitled to one vote at a general meeting of the Association.
- 4.2 Proxy voting, electronic or absentee voting is not permitted.
- 4.3 All voting at meetings (Annual General Meeting, Board Meeting or other) shall be decided by simple majority, in the event of a tie, the motion is defeated.

Part 5 — Board of Directors

A. Composition and meetings

- 5.1 The Association shall have no fewer than three and no more than 12 board of directors.
- 5.2 A director shall actively participate in the business of the Association.
- 5.3 A director must have paid the annual membership fee and be in good standing of the Association.
- 5.4 The Board shall consist of a President, Vice-President, Secretary, Treasurer, Past-President, and Directors at Large.
- 5.5 Vacancies occurring after the Annual General Meeting may be filled by appointment by the Board.
- 5.6 The Board shall meet at the call of the President, and the President may also call a meeting when requested by any three Board members.
- 5.7 A minimum of four board meetings shall be held during the year.
- 5.8 Board meetings shall be open to the paid membership of the Association, but those members are not entitled to any voting that may take place.

- 5.9 There will be a two-year term for Board members with an option to renew for a further two years and a maximum of four years.
- 5.10 The Board may appoint volunteer members or establish subcommittees as needed to work on specific projects. 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.
- 5.11 The Board shall act as the Nominating Committee.
- 5.11 A Board members must act honestly and in good faith and in the best interest of the Association.
- 5.12 A Board member who conducts business on behalf of the Association must report his/her activities back to the Board.

B. Duties

President:

- Chairs all meeting.
- Acts as the official representative of the Association.
- Responds to correspondence received by the Association.
- May appoint other Board members to represent the Association for specific events or purposes.
- Provide leadership for the Association.
- Shall have signing authority on the Association bank account.

Vice President:

- Assists the President in his/her duties.
- In the absence of the President, shall chair meetings and assume the duties of the President.
- Shall have signing authority on the Association bank account.

Past President:

- Shall provide counsel to the Board.

Secretary:

- Shall keep track of minutes and correspondence of the Association.
- Shall have signing authority on the Association bank account.
- In his/her absence, appoint another Board member to act as secretary at a meeting.

Treasurer:

- Shall be responsible for the monies handled by Association, and maintain an accurate and current accounting of all funds taken in and expended.
- Present a financial report at the Annual General meeting.
- Be responsible for applying for annual grants from the Municipality of Saanich or other organization.
- Shall have signing authority on the Association bank account.
- Shall maintain a list of the members.

Directors-at-large:

- Shall actively participate in the business of the Association and may assume responsibilities or act as representatives of the Association on a sub-committee specific volunteer duty as assigned by the Board or President.

Part 6 — Finance

- 6.1 Association funds shall be kept at a public financial institution.
- 6.2 The Association shall require at least two (2) Board members to sign any cheque.
- 6.3 There shall be no direct remuneration to any member for services to, for, or by the Association, except for business expenses.
- 6.4 Any expenditure over \$1,000 shall require approval of the Board.
- 6.5 The financial accounts shall be reported at every Annual General Meeting.
- 6.6 The Association may not borrow money.

Part 7 - Operational Matters

- 7.1 The fiscal year of the Association shall be April 30.
- 7.2 The Association shall not incur any indebtedness, except that to carry out the purposes of the Association, the Board may authorize 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.
- 7.3 Unless otherwise prescribed by these By-laws, proceedings at all meeting will be conducted using the current edition of Robert's Rules of Order.
- 7.4 The Board shall elect the President, Vice-President, Secretary, Treasurer at an Organizational meeting immediately following the Annual General Meeting.

Part 8 – Area

- 8.0 The Association shall be as outline in the attached map.

Certain clauses per the Society Act are inalterable.