

COLUMERE PARK COMMUNITY ASSOCIATION

BYLAWS

Amended August 2, 2020


CAROL PREST

ARTICLE I, GENERAL

1.1 Definitions in these Bylaws:

The definitions in the BC Societies Act apply to these Bylaws.

"**Act**" means the *Societies Act* of British Columbia as amended from time to time;

"**AGM**" means the Annual General Meeting of the Society;

"**BOD**" means the Board of Directors of the Columere Park Community Association;

"**Bylaws**" means these Bylaws as altered from time to time;

"**CPCA**" means the Society called the Columere Park Community Association.

1.2 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.

1.3 The name of the Society is Columere Park Community Association.

1.4 The CPCA is classified as a member funded society as per the terms of the Societies Act

1.5 Subject to the Societies Act these Bylaws and the name of the CPCA may be amended or altered from time to time by resolution passed by at least seventy-five per cent of all voting Members if at least sixty days before the meeting each voting Member has been given notice of the meeting and a copy of the proposed amendment or alteration.

1.6 The fiscal year of the CPCA shall be the twelve month period ending on the 30th day of April in each year.

1.7 The Mission Vision and Values of the CPCA are:

Our Mission

- Fulfill the objectives of the CPCA Bylaws
- Serve the best interests of the Membership & Community
- Engage people throughout the community
- Provide a vehicle for open communications
- Present both sides of all issues
- Sustain and improve the quality of CPCA facilities & services
- Encourage safe practices
- Represent the Members in promoting to government and local authorities initiatives that are for the common good of Columere Park and the CPCA Membership.

Our Vision

- A safe, sustainable and inclusive Community that works together for the betterment of all

Our Values

- Inclusiveness
- Openness and Transparency
- Fairness
- Responsiveness
- Respect, Compassion & Tolerance

ARTICLE II, MEMBERSHIP

2.1 Membership in the CPCA is optional and cannot be withheld subject to clause 2.7. A person or business that owns real property in Columere Park, British Columbia, is eligible to be a Member of the CPCA. A person may become a Member by application to the Secretary and payment of the annual Membership dues. Memberships are not transferable on a sale of the property.

2.2 Voting will be conducted on a "one vote per property" basis. Where a property is owned jointly by more than one person the owning entity may designate one person to vote at any meeting of the membership.

- 2.3 All Members in good standing are entitled to cast a vote at any meeting of the Membership and to enjoy all facilities and activities provided by the CPCA subject to the Bylaws, community policies and safety requirements established by the Membership and the BOD.
- 2.4 The rights and privileges of membership, including the use of all facilities, activities and equipment, are not to be used for any commercial purpose, profit, or as an incentive for any financial transaction.
- 2.5 Members are responsible for providing current contact details including Member name, name on property title, Columere Park property address, mailing address, email address, telephone numbers, and contact information as required.
- 2.6 Where a property is owned by a corporation, the Corporate Member may not seek or hold office in the CPCA, but otherwise has the same rights as a regular Member.
- 2.7 Upon a vote of seventy-five percent of the BOD a Member may be suspended from the Membership for a period of one year when found by the BOD to be in noncompliance with safety and facilities use policies or for posing a danger to others or for using or advertising their privileges for a commercial purpose, profit, or as an incentive for any financial transaction. The BOD may also recommend that marina privileges be revoked.

ARTICLE III. ANNUAL DUES

- 3.1 Members shall pay such annual dues as may be approved by the BOD and sanctioned by the Membership.
- 3.2 The term of each membership shall be 12 months or until the end of the next fiscal year (April 30), which ever comes first.
- 3.3 Membership is expired if dues are not paid within 30 days of the renewal notice.
- 3.4 A paid in full membership that is terminated 60 days or more after the start of the Membership year shall not receive any reimbursement.
- 3.5 Annual dues may be adjusted from time to time as sanctioned by a vote of sixty six percent of the Voting Members in good standing.
- 3.6 Annual dues must be paid prior to the commencement of the Annual General Meeting for a Member to retain their right to vote.

ARTICLE IV. BOARD OF DIRECTORS

- 4.1 There shall be a BOD which will manage the affairs of the CPCA and which may exercise all of the powers of the CPCA not expressly required by these Bylaws to be exercised by the Members. The BOD will abide by these Bylaws, federal and provincial acts and regulations and comply with generally accepted accounting practices.
- 4.2 The BOD shall consist of not less than six and not more than twelve voting Members. The CPCA shall make efforts to include at least 2 permanent residents of Columere Park on the BOD. The President shall be a Director.
- 4.3 Directors shall be elected for a term of two years. Directors shall hold office until the annual meeting in the year that their respective terms of office expires and their successors are elected. Members may only serve three consecutive terms as a BOD Member followed by a one year hiatus unless the term limit is waived for that Member by a vote of fifty percent plus one of the Membership in attendance at the Annual General Meeting.
- 4.4 If, during any year a vacancy occurs on the BOD, the BOD may appoint a voting Member of the CPCA, excluding a Corporation, to fill such vacancy. The BOD will make a best effort to advise all Members, by way of notices posted on social media and sent through email to the Membership

fourteen days in advance of filling the vacancy. A voting Member so appointed shall hold office until the annual meeting following their appointment.

- 4.5 A quorum of the BOD shall be fifty percent of the Directors plus one additional Director.
- 4.6 The BOD upon a vote of seventy-five percent of the Directors may remove a Director from the BOD. The BOD, or a delegate may ask a BOD member to resign for any of the following reasons:
- (a) missing three consecutive BOD, Membership or Subcommittee meetings;
 - (b) demonstrating a lack of availability or interest in engaging in and completing assigned volunteer work;
 - (c) having or appearing to have a conflict of interest with the objectives of the CPCA; and/or
 - (d) any behaviour or actions that is disrespectful, offensive or inappropriate, or otherwise disruptive to any BOD or CPCA member(s) or not in keeping with CPCA's mission, objectives, Bylaws and policies.

ARTICLE V. BOD POSITIONS and RESPONSIBILITIES

- 5.1 At each Annual General Meeting of the CPCA, the voting Members shall elect a President from among the voting Members. The President shall preside over all meetings of the CPCA and the BOD and shall be an ex officio Member of all Committees.
- 5.2 These Bylaws do not permit the CPCA to pay to a Director remuneration for being a Director, but the CPCA may, subject to the Act and approval of a majority of the BOD, pay remuneration to a Director for services provided by the Director to the CPCA in another capacity barring any perceived or actual conflicts of interest.
- 5.3 The BOD will appoint Directors to the Executive Officer positions of Vice-president, Secretary and Treasurer. An Officer, other than the President, may hold more than one position. Other Officer positions may be established by the BOD such as Past President, Compliance or others.
- 5.4 The President is the chair of the BOD and shall preside over all meetings of the CPCA and the BOD and will provide direction to BOD initiatives, coordinate long range planning efforts, develop the business plan, developed policy and verify compliance.
- 5.5 The Vice-president is the Vice-chair of the BOD and is responsible for carrying out the duties of the President if the President is unable or unwilling to act.
- 5.6 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 CPCA in accordance with the Act;
 - (d) conducting the correspondence of the BOD;
 - (e) filing the CPCA annual report and making any other filings with BC Registries under the Act.
 - (f) keeping a register of Members and non-members that is current and kept confidential and complies with the Personal Information Protection Act.
- 5.7 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 CPCA's financial transactions;
 - (c) preparing the CPCA's financial statements;
 - (d) making the CPCA's filings respecting taxes.
- 5.8 All Directors who are not appointed to Officer positions are referred to as Directors at Large and will be required to undertake other various roles and responsibilities.
- 5.9 An Officer shall hold office until the Annual General Meeting of the CPCA following their election or appointment but may terminate their tenure of office by written notice to that effect delivered to the Secretary.

- 5.10 A Director may not be appointed to the same Officer position for more than 4 consecutive years. Subject to Clause 2.1 and 2.6, a Member shall be eligible to serve again as an Officer following an absence from the Executive of one year.
- 5.11 If a vacancy occurs in the position of any Officer, the BOD may appoint a Director to fill the vacancy until the next Annual General Meeting.
- 5.12 An Officer may be removed from office by a resolution passed at a meeting of the BOD in which seventy-five percent of all of the Directors of the CPCA vote in favor of the resolution.

ARTICLE VI. BOD and COMMITTEE MEETING PROCEEDINGS

- 6.1 A BOD Meeting may be called by the President or any two other Directors. Fourteen days advance notice of a Meeting shall be given to all Directors. No notice shall be required for meeting if all Directors waive such notice.
- 6.2 Except where otherwise herein expressly provided, all proposals put forth by Members or by the BOD and Committees shall be decided by a simple majority of those present after discussion and a motion made to vote on the proposal.
- 6.3 Minutes of all meetings will be prepared and become part of the CPCA's records.
- 6.4 The members of all Steering and Standing Committees of the BOD shall meet from time to time, or any time at the discretion of the chairperson of such committees or the call of the BOD.
- 6.5 Directors may attend a BOD Meeting electronically as required.

ARTICLE VII. BOD SIGNING AUTHORITY, BUDGETS & SPENDING LIMITS

- 7.1 No Director or Directors shall take it upon themselves to commit the time, resources, or finances of the CPCA without prior approval of that commitment at a duly constituted meeting of the BOD.
- 7.2 A contract or other record to be signed by the CPCA must be signed on behalf of the CPCA by any 2 Directors, one of which must include either the President, Vice President, or Treasurer.
- 7.3 Notwithstanding 7.2, any contract or other record that commits the CPCA to an obligation in excess of \$5,000 must be signed on behalf of the CPCA by the President, together with two directors, or if the President is unable to provide a signature, by the Vice-President or Treasurer together with two other Directors.
- 7.4 The BOD will establish an operating budget which itemizes all reoccurring expenses and includes the allocation of ten percent of all revenues to be set aside in a reserve fund. The reserve fund is to be used to repair or replace aging facilities and infrastructure. Any portion of the reserve fund in excess of \$5,000 will be held in a GIC for a term of no more than one year.
- 7.5 The total amount of discretionary spending, made by the BOD on behalf of the Membership, shall be limited to the funds received in the current year from membership dues less funds allocated to the operating budget, reserve fund and previously approved works in progress. Such discretionary expenditures shall not exceed \$5,000 for a single undertaking. Items over \$5,000 will require prior approval at a General or Special meeting of the Membership. Costs associated with an improvement project or new initiative cannot be divided into subsets totaling \$5,000 or less.
- 7.6 Changes to signing authority limits require the approval of fifty percent plus one of the Membership.

ARTICLE VIII. STANDING AND SPECIAL COMMITTEES

- 8.1 The BOD shall establish Standing Committees that provide ongoing support to the BOD in managing the needs of the CPCA. Such committees, subject to the BOD discretion, may include Membership, Security, Events, Facilities, Communications, Volunteers and Audit.
- 8.2 The BOD shall establish Special Committees to provide support to the BOD in addressing specific shorter term projects that arise from time to time.
- 8.3 Standing and Special Committees will be comprised of volunteers from both the BOD and general Membership.
- 8.4 Committees will conduct their business in an orderly fashion consistent with the operation of the BOD.
- 8.5 Reports and recommendations will be provided by the Committees to coincide with the timing of BOD meetings. Committees may be requested to have a representative from the general membership attend BOD meetings to present findings.

ARTICLE IX. MEETING OF MEMBERS

- 9.1 The Annual General Meeting of the CPCA shall be held each year at Columere Park not more than fourteen months after the previous Annual General Meeting and within three months following the fiscal year-end, normally held in May.
- 9.2 Other Special Meetings or General Meetings of the Members may be held at such other times as the BOD may by resolution determine. All Special or General Meetings of the Members shall be held at Columere Park or a nearby facility as designated by the BOD.
- 9.3 At least thirty days in advance of a meeting of the Membership a notice shall be given to all Members in good standing by way of email, social media, CPCA website and postings on the CPCA bulletin board and other locations throughout the Community. The notice must state the general nature of any business, other than ordinary business, to be transacted at the meeting and include financial statements, Directors reports, amendments or alterations to Bylaws and policies and any other detail necessary to prepare a Member to form a reasoned judgment concerning that business but meeting details including the agenda, resolutions to be voted on and financial statements, when relevant, will be provided only through emails and/or the website.
- 9.4 A notice of a General or Special Meeting will be given to a Member or Director when posted on the CPCA website and delivered by email to the address last provided by the Member or Director. Notice will be provided thirty days prior to such meetings.
- 9.5 The Directors of the CPCA, on the requisition of fifteen percent or more of the voting members shall, in accordance with the Society Act, convene a general meeting of the CPCA within forty-five days or sooner if a time sensitive situation necessitates. The requisition shall state the purpose of the general meeting, be signed by the members requisitioning the meeting and be hand delivered or sent by registered mail to an Officer of the CPCA. The BOD will email all Members with details associated with the requisition and the date, time and place of the meeting fourteen days prior to the meeting.
- 9.6 The individuals entitled to preside as the chair of a General Meeting include: the President, Vice-president or a Director appointed by the BOD. If none of these individuals is able to preside as the chair, the voting Members who are present must elect an individual to preside as the chair.
- 9.7 The quorum for the transaction of business at a General Meeting is 40 percent of the Members in good standing.
- 9.8 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 present.
- 9.9 If within 30 minutes from the time set for holding a General Meeting, a quorum of voting Members is not present,
 - (a) in the case of a meeting convened on the request of members, the meeting is terminated, and
 - (b) in any other case, the meeting stands adjourned to a date in the next 60 days, at the same time and 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.

- 9.10 If, at any time during a Meeting of the Members, there ceases to be a quorum of voting Members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 9.11 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; and,
 - (f) if the meeting is an Annual General Meeting,
 - (i) receive the Directors' report on the financial statements of the CPCA 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) appoint an auditor, if any;
 - (iv) deal with new business, including any matters about which notice has been given to the Members in the notice of meeting;
 - (v) elect or appoint Directors, and
 - (vi) terminate the meeting.
- 9.12 A matter to be decided at a General Meeting must be decided by fifty percent plus one 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.
- 9.13 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, two 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.
- 9.14 Only voting Members in good standing are entitled to vote at Members' meetings and they shall each be entitled to cast one vote in person or by proxy.
- 9.15 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.

ARTICLE X. BORROWING and EXPENSES

- 10.1 In order to carry out the approved operations of the CPCA the Directors may, on behalf of and in the name of the CPCA, raise or secure the payment or repayment of money in any manner they decide, not exceeding a cumulative total of ten thousand dollars.
- 10.2 By resolution passed at a Special meeting of the Members by a majority of seventy-five percent of all voting Members, the BOD may be authorized, on behalf of and in the name of the CPCA, to borrow funds to complete a Membership approved project. The resolution will include details of the expenditure, impact of delaying completion, repayment plan and alternatives for raising or securing funds.
- 10.3 The BOD may authorize the repayment to any person for travel or other such expenses incurred in the course of carrying out authorized business of the CPCA. Expenses will not include any costs to attend Member, Committee or BOD meetings.