

Constitution and By Laws
of the
Cedar Community Association
(As amended January 2010)

The Society shall be called *Cedar Community Association*, hereafter referred to as the *Association*.

1. The purposes of the Society shall be:

- (a) to advance the social welfare and general interests of the residents of the district from which the membership is drawn.
- (b) to manage the hall known as the Cedar Community Hall and all other property belonging to the *Cedar Community Association*.
- (c) to carry out the work and objectives of the Association as set forth in the Society Act of British Columbia.

BY LAWS

1. Membership

- (a) Any bona fide resident of the Cedar, Cranberry, Bright and Oyster Districts over the age of nineteen years shall be eligible for membership in the Association.
- (b) Any person eligible for membership may become a member by applying to the Board of Directors of the Association and paying the annual dues as set from time to time by the Members of the Association.
- (c) A member ceases to be in good standing if his or her membership fee remains unpaid at the Annual General Meeting. The member can be reinstated upon payment of dues at the same Annual General Meeting without re-application to the Board.

2. Revocation of Membership

- (a) A persons membership may be revoked by a majority vote at a special general meeting if the meeting is of the opinion that such a member has acted in a manner contrary to the policy or best interests of the Association or in a manner detrimental to the Association.
- (b) Fourteen days' notice of a motion to expel a member must be sent to that member by registered mail and that member must be given an opportunity to be heard at the special membership meeting.
- (c) All members in good standing must be given fourteen days written notice of such a special membership meeting. The notice shall include the reasons for the proposed expulsion.

3. Membership Meetings

- (a) There shall be an Annual General Meeting of the Association held each calendar year, to be held not more than 15 months after the adjournment of the previous Annual General Meeting and not more than six months after the financial year end.
- (b) The Directors of the Association at the written request of ten percent or more of the voting members of the Association shall convene, without delay, a Special General Meeting of the Association.
- (c) Notice of any membership meeting shall be provided to all members in good standing no less than fourteen days prior to the meeting. Such notice shall set out the reason(s) for the meeting.
- (d) A quorum for any membership meeting shall be 15 members in good standing.

4. Voting

- (a) Every member present and in good standing shall be entitled to one vote at membership meetings.
- (b) There will be no proxy votes allowed at any meetings of the Association.

5. Directors

- (a) The affairs of the Association shall be managed by a Board of Directors consisting of four table offices, namely a President, Vice President, Treasurer, Secretary plus six members at large.
- (b) A Director must have been a member of the Association for one year before being eligible for election to the Board.
- (c) Candidates for President must have served a minimum of one year as a Director.
- (d) The Board, by majority vote, may appoint a person to fill a vacancy on the Board that occurs between Annual General Meetings. That appointment shall be valid only until the next Annual General Meeting.

6. Election of Directors

- (a) To ensure stability and continuity on the Board of Directors, one-half of the Table Officers and one half of the members at large will be elected for a two year term at every Annual General Meeting.
- (b) The President and Secretary shall be elected at one Annual General Meeting and the Vice President and Treasurer will be elected at the following Annual General Meeting.

(c) The first and transitional election under this section shall be carried out as follows:

- i. The President and Secretary will be elected for a two year term
- ii. The Vice President and Treasurer will be elected for a one year term
- iii. The three members at large receiving the highest number of votes will be elected for a two year term and the other three for a one year term.

7. Duties of the Table Officers

- (a) The President shall preside at all meetings of the Association and of the Board of Directors and shall supervise the other Officers in the execution of their duties.
- (b) The Vice President shall carry out the duties of the President during her or his absence.
- (c) The Treasurer shall keep the financial records of the Association including books of account necessary to comply with the Society Act and render financial statements to the Directors, members, and others when required.
- (d) The Secretary shall keep minutes of all meetings of the Board and membership, and shall have custody of all the books and records of the Association, and shall also conduct the correspondence of the Association and issue Notices of Meetings. The Secretary shall also maintain the register of members.

8. Removal of a Director

- (a) Directors are expected to attend all meetings of the Board. A Director who misses three consecutive meetings without prior notice will be deemed to have resigned.
- (b) A Director may be removed from office by a majority vote on a special resolution of the Board presented at a special general meeting.
- (c) Fourteen days' notice of a motion to expel a Director must be sent to that Director by registered mail and that Director must be given an opportunity to be heard at the special membership meeting. All of the reasons for the proposed expulsion must be included in the notice.
- (d) All members in good standing must be given fourteen days' written notice of such a special membership meeting. The notice shall include the reasons for the proposed removal.

9. Financial Responsibilities of the Board

- (a) The Directors may empower one or more officers of the Association to make, accept, endorse, execute, and issue promissory notes, bills of exchange and other negotiable or transferable instruments which may be required from time to time for carrying on the ordinary business of the Association, but no money shall be borrowed for any purpose except on the authority of a general membership meeting called for that purpose.
- (b) The Association shall not issue a debenture unless the issuance of a debenture is authorized by a special resolution at a general membership meeting, which may confer a general power

on the directors to issue debentures for a period not exceeding one year from the date the resolution is passed.

- (c) No real estate or building belonging to the Association shall be sold, mortgaged, exchanged or disposed of except by a vote of at least two-thirds of the members present at a special general meeting called for that purpose. The notice calling the meeting shall specify the nature of the proposed sale, mortgage, or other disposition and the purpose thereof.
- (d) The Board shall ensure that the assets of the Association belong solely to the Association. No member or director or other individual may own or hold any rights in the assets of the Association. This clause is unalterable.
- (e) The Board shall ensure the activities of the Association serve the purposes of the Association and are not for the personal profit or gain of any member. This clause is unalterable.

10. Conflict of Interest

- (a) Directors of the Association may not enter into contracts with or be employed in any capacity by the Cedar Community Association.
- (b) A Director who has or might have, or whose family member has or might have any personal or financial interest in a matter coming before the Board, must declare the conflict and absent her/himself for the duration of the discussion and for the decision on such an issue.
- (c) A member who has or might have, or whose family member has or might have any personal or financial interest in a matter coming before the membership, must refrain from speaking or voting on such an issue.
- (d) The activities of the Association are not to be conducted for the purpose of personal profit or gain.

11. Corporate Seal

The Association shall have a corporate seal which shall be kept in the custody of the Secretary and shall be used in all contracts requiring a seal and shall be affixed in the presence of any two of the directors who may be named by the Board for that particular purpose by the Board.

12. Registrar of Members

The Association shall keep a register of the name, address, phone numbers, and email of each of its members.

13. Records of the Association

Minute books, account books, and all other records of the Association shall be available for inspection by any member at any general meeting at the place appointed for the meeting, and at such other times as may be reasonably required after due notice has been given to the Secretary.

14. The address of the Association

The address of the Association to which all communications and notices may be sent shall be the Cedar Community Association, 2388 Cedar Road, Nanaimo BC, V9X 1K3.

15. Appointment of an Auditor

The membership, at each Annual General Meeting, shall appoint an Auditor or waive the requirement for an auditor by majority vote after considering the recommendations of the Board.

16. Amending these By Laws

The By Laws of the Association may be altered only by special resolution as defined by the Society Act of British Columbia. A two-thirds majority in favour is required for the motion to pass.

17. Dissolution of the Association

Upon dissolution of the Association, any assets of the Association remaining after the satisfaction of its debts and liabilities shall be transferred or given to a charitable organization recognized by Revenue Canada to be qualified as such under the Income Tax Act. This clause is unalterable.