

THE SLOCAN VALLEY SENIORS' HOUSING SOCIETY

BYLAWS


CAROL PREST

Here set forth, in numbered clauses, the bylaws providing for the matters referred to in section 11 of the Societies Act and any other bylaws:

ARTICLE 1. INTERPRETATIONS

- 1.00 In these bylaws, unless the context otherwise requires
- (a) "*registered address*" of a member means the last known address of the member as recorded in the register of members;
 - (b) "*member in good standing*" means a member who lives up to their duties of membership.
 - (c) "*ordinary resolution*" means:
 - i) a resolution passed in a general meeting by the members of the Society by a simple majority of the votes cast in person, or
 - ii) a resolution passed in a board meeting by the members of the board by a simple majority of the votes cast in person;
 - (d) "*special resolution*" means:
 - i) a resolution passed in a general meeting where a majority of not less than 75% of the votes of those members of a Society who, being entitled to do so, vote in person
 - of which not less than 14 days' notice in writing specifying the intention to propose the resolution as a special resolution has been given directly, by email or other electronic means, or mailed to their registered address
 - if every member entitled to attend and vote at the meeting so agrees, at a meeting of which less than 14 days' notice has been given
- 1.02 Words importing the singular include the plural and vice versa.
- 1.03 The definitions in the *Societies Act* on the date these bylaws become effective apply to these bylaws except as where herein they are otherwise stated in Article I.

ARTICLE II - MEMBERSHIP

- 2.01 The members of the Society are the applicants for incorporation of the Society, and those individuals and organizations who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 2.02 Eligibility: Membership is open to individuals and organizations who share and support the Society's purposes as stated in its constitution.
- 2.03 Application:
- (a) A person may apply to the directors for membership in the Society and on acceptance by the directors by a simple majority shall be a member.

- (b) An organization applying for membership in the Society must
 - i) authorize an individual person to represent said organization, and
 - ii) have the authorized person approved by the board of the Society by simple board majority as the voting representative of the organization.
- (c) Where the board rejects any membership application, the applicant shall have the right, upon request to the Board, to require the application be put to the membership at the next general meeting. Upon a majority affirmative vote at the meeting, said applicant shall be entitled to become a member.

2.04 Annual dues and fees: The amount of annual membership dues shall be determined by the directors of the board on an annual basis. Membership fees will be kept to a minimum to encourage involvement in the Society.

2.05 Rights of members:

Members in good standing with the Society shall have the right

- (a) to attend, speak and vote at all meetings of the general membership of the Society;
- (b) to attend and speak at all regular meetings of the Board of Directors, subject to Clause 3.05
- (c) to run for election to the Board of Directors. Staff and tenants are not eligible to run for or be appointed to the Board of Directors.
- (d) to sit on committees
- (e) to have access to, upon proper notice, the records of minutes and financial transactions of the Society, subject to privacy and freedom of information law.
- (f) Notwithstanding other sections of these bylaws, members must have been members in good standing thirty (30) days prior to a meeting to vote or stand for election to the Board of Directors.
- (g) If a member renews her/his membership within thirty (30) days of it lapsing, that member shall be considered a member in good standing and may vote and run for the Board of Directors.

2.06 Duties of members:

Members registered with the Society, to be in good standing, shall:

- (a) pay an annual membership fee as determined by the board, and
- (b) uphold the constitution and comply with the Society bylaws.

2.07 A person shall cease to be a member of the Society

- (a) by withdrawing from membership by delivering or emailing a written resignation to the secretary of the Society or by mailing, emailing, or delivering it to the address of the Society;
- (b) upon their death or in the case of an organization, upon dissolution;
- (c) through a termination of membership
 - i) by *special resolution* at a general membership meeting. The notice for such a resolution for expulsion shall be accompanied by a brief statement as to the reason(s) for expulsion. The person who is the subject of the special resolution for

- expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote;
- ii) by a resolution of the Board of Directors to that effect if the member is in arrears for over one month with respect to any annual membership fee, any subscription or indebtedness due the Society.
- (d) Members who have had their membership terminated and their name removed from the register for reasons of arrears as stated in clause (c)ii above may be re-admitted to membership by a majority vote of the Board of Directors upon such evidence as they may consider satisfactory.

2.08 Forfeit of rights with termination:

Any member who resigns, withdraws or is expelled from the Society shall forthwith forfeit all rights, claims and interest arising from an association with membership in the Society.

2.09 Membership: No personal gain:

- a) The Society shall be carried on without the purpose of personal gain for its members, and any income or other accretions to the Society shall be used in promoting its objects.
- b) Members may only render services to the society for a fee if:
 - i) a bona fide hiring or contracting process has been conducted, based on merit and cost, and
 - ii) the member resigns their membership in the Society during the period where services are rendered for a fee.

ARTICLE III - MEETINGS

3.01 Annual General Meetings:

- a) The first Annual General Meeting of the Society shall be held not more than 15 months after the date of incorporation.
- b) Thereafter, the Annual General Meeting of the members of the Society shall be held once in each calendar year and no later than six (6) months after the end of each fiscal year, with proper notice being given. The business to be conducted at the Annual General Meeting shall include but not be limited to:
 - election of directors
 - report from and appointment of the Society's auditorand any other reports as the Board of Directors decides from the executive committee, officers, and any standing or special committees of the Society.
 - report from and appointment of the Society's auditor

3.02 Notice of Meeting:

- a) Notice of the date, time and place of all meetings of the membership of the Society and an agenda of the business to be transacted shall be given to each member by mailing, emailing or other electronic means or by delivering the same to the last address shown for them on the records of the Society, at least:
 - i) fourteen (14) days before the holding of a regular or special general meeting;

- ii) thirty (30) days before the holding of an annual general meeting.
- b) No notice need be given for the re-convening of any adjourned meeting.
- c) The membership of the Society may choose to schedule regular general membership meetings at a given day of a given week of a given month or months, and, if so decided, notice for each meeting may be waived, provided each member receives notice of the schedule and the schedule is adhered to.

3.03 Quorum:

- a) A quorum for a membership meeting of the Society shall be ten (10) members in good standing or fifteen (15) per cent of the membership of the Society in good standing, whichever is greater, present in person. However, where the membership is less than fifteen (15), sixty (60) per cent shall constitute a quorum. No business requiring resolution by vote can be conducted at any meeting of the Society without such a quorum.
- b) Where a special general meeting is requested by members and after one half hour of the specified time of convening there is no quorum, the meeting is dissolved.
- c) For any other meeting, where no quorum is present, the meeting may be adjourned to such time and place as the meeting may decide.

3.04 Adjournment:

- a) Any meeting of the Society or of the Board of Directors may be adjourned to any time and from time to time, and no business may be transacted at the adjourned meeting but as might have been transacted at the original meeting from which the adjournment took place.
- b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. If a meeting is adjourned for less than 10 days, no notice need be given.

3.05 Meetings open to membership:

All meetings of the Board of Directors and of the general membership shall be open to members in good standing, however the Board may close a Board meeting where, in its opinion, there are matters of a personal or confidential nature to be discussed.

3.06 Proof of Proceedings:

At any meeting of the Board of Directors or the general membership of the Society, a declaration by the chairperson that a resolution has been carried, carried by a particular majority, lost, lost by a particular majority, and an entry to that effect in the minute records of the Society shall be conclusive evidence of the fact.

3.07 Distribution of minutes of meeting:

Minutes of all general, annual and special membership meetings of the Society shall be made available to all members of the Society. Minutes of meetings of the Board of Directors shall be available to members upon request. Costs for such distribution may be covered by such fees or subscriptions as the Board of Directors may decide.

3.08 Voting:

- a) Each member in good standing present at a membership meeting shall have one (1) vote except the chairperson of the meeting, who shall only vote in the case of a tie. There shall be no voting by proxy.
- b) Organizations that are members of the Society shall appoint a person to be present in person and vote on behalf of the member organization at any meeting of the Society. Any member organization appointing such a person shall communicate the name of said person to the president or secretary of the Society by letter. Where an individual member of the Society is appointed by a member organization to be their representative, that member shall have only one vote at any meeting of the Society.
- c) Voting shall be conducted by a show of hands unless otherwise decided by request of at least 25% of the members present or by direction of the chairperson. The chairperson may appoint two (2) scrutineers for ballot voting.

ARTICLE IV - BOARD OF DIRECTORS

4.01 Number and Quorum:

- a) The property and affairs of the Society shall be managed by a Board of Directors of not less than five (5) or more than twelve (12) directors, subject to Clauses 4.11 and 4.12. The directors shall be vested full control of the revenues and expenditures of the Society, except as otherwise stated in these bylaws.
- b) Quorum for a meeting of the Board of Directors shall be a majority of all the elected directors.
- c) The Board shall determine the number of directors to be elected each year, and the notice of elections shall be included in the notice for the Annual General Meeting sent to each member of the Society.

4.02 Powers of Directors:

The directors may exercise all such powers and do all such acts and things as may be exercised or done by the Society that are not, by the bylaws to the Society or by law, expressly directed or required to be done by the Society at a meeting of the members or otherwise.

4.03 Qualifications and termination of directors:

- a) The qualifications for a director shall be coincident with qualifications for membership in the Society. However, paid employees and tenants shall not be eligible.
- b) A director shall cease to be a director:
 - i) upon ceasing to be a member of the Society;
 - ii) upon the death of the director;
 - iii) upon delivery of a written resignation to the president or secretary or secretary-treasurer of the Society;
 - iv) upon voting on a matter regarding the operation of the Society where that director has a conflict of interest;
 - v) upon a resolution that the director be removed from office being passed by two-thirds (2/3) of the votes cast at a general meeting for which at least fourteen

- (14) days notice specifying the intention to proposed such a resolution has been given in writing to each member, by mailing or delivering the same to the last address as is shown for them on the records of the Society;
- vi) for reasons of failure to perform the duties of a director of the Society, by a resolution passed by at least two-thirds (2/3) of the votes cast at a meeting of the Board of Directors for which at least seven (7) days notice specifying the intention to propose such a resolution has been given to each director by mailing, emailing or delivering the same to the last address as is shown for them on the records of the Society;
 - vii) by a majority decision of elected directors, where the director is the representative of a member organization that has dissolved itself legally;
 - viii) by a two thirds (2/3) majority decision of elected directors where the director has missed more than three (3) consecutive board meetings without Board approval.

4.04 Vacancies:

Vacancies on the Board of Directors, however caused, shall be filled

- i) temporarily until the next meeting of the general membership, by a member appointed by the Board of Directors, and
- ii) at the next meeting of the general membership. Voting procedures shall be the same as at an Annual General Meeting of members.

4.05 Calling and notice of Board meetings:

- a) Notice as to the time and place of all meetings of the Board of Directors of the Society and an agenda of the business to be transacted shall be given to each director by mailing, emailing or other electronic means or delivering the same to the last address shown for them on the records of the Society at least three (3) days before the holding of the meeting.
- b) Any director may at any time waive their right to notice of any Board meeting in writing, if not attending the meeting, or in person, if attending the meeting, and may ratify and approve of any or all proceedings taken or had thereat.
- c) Meeting of the Board of Directors may be called by resolution of the board or by the president or the vice-president, or by the secretary so instructed by the aforementioned.
- d) The membership of the Society or the Board of Directors may set a day or days in any month or months for regular meetings of the Board of Directors at an hour to be named. For these meetings, no notice need be given, provided the schedule is adhered to.
- e) No formal notice of a meeting of the Board of Directors is necessary if
 - i) all directors are present;
 - ii) those absent have signified in writing their consent to the meeting being held in their absence, or
 - iii) it is held immediately following the Annual General Meeting.

4.06 Voting:

- a) Questions at any meeting of the Board where quorum is present shall be decided by a majority of votes, unless otherwise specified in these bylaws. All directors shall have one vote except the chairperson, who shall vote only in the case of a tie.

- b) A director shall not vote on a matter in which that director has a conflict of interest. Where a director believes a conflict of interest on a given matter exists for themselves, or in relation to an immediate family member(s) or business partner, a declaration to that effect shall be made by the director holding the belief, to the Board. The Board shall then decide whether the director in question shall be allowed to remain in attendance for that part of any Board meeting where the matter is discussed.
- c) Where an individual member of the Society is appointed by a member organization to be their representative, and said member is elected to the board, that member shall have only one vote at any meeting of the Board.

4.07 Signed resolutions:

A resolution in writing signed by all the elected directors personally or voted on by email or other electronic means by all directors, shall be valid and effectual as if it had been passed at a meeting of directors duly called and constituted.—

4.08 Remuneration:

- a) Directors may not be remunerated in any capacity, however directors may be reimbursed for necessary and reasonable expenses incurred while acting on behalf of the society. The Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing management commission.
- b) Directors may only render services to the society for a fee if:
 - i) a bona fide hiring or contracting process has been conducted based on merit and cost, and
 - ii) the director resigns their membership in the Society during the period where services are rendered for a fee.

4.09 Executive Committee:

The Board of Directors shall have authority to elect an executive committee consisting of the president and such other members as the Board of Directors may determine, such committee to have power to carry on the affairs of the Society subject to the direction of the Board of Directors and to be responsible to the Board of Directors for its action.

4.10 Subscribing Board of Directors:

The first directors, who shall hold office until the first annual meeting of the Society, shall be comprised of the subscribers. The president and such other officers as may be deemed necessary shall be appointed by the first directors to serve until the first annual meeting of the Society.

4.11 Nominating Committee:

- a) There shall be a nominating committee of three (3) members of the Society appointed by the directors whose purpose is to seek candidates as nominees to the Annual General Meeting's election of board members.
- b) The Nominating Committee will seek nominees for board members based on the following goals:
 - i) to maintain a full complement of board members, whenever possible;

- ii) to reflect a diversity in geographic location of residence in the area, gender and age;
- and iii) to strive for at least one-quarter (1/4) of directors to be individuals from the board or membership of local community-based organizations such as seniors groups, service clubs, religious organizations, local levels of regional district or village government, commissions or councils, or local non-profit societies, co-operatives, clubs or community groups. Such persons, if elected, will serve as directors in an individual capacity, and serve the purpose of liaison with their respective organization.

4.12 Election of directors and term of office:

- a) Directors shall hold office for a term of two (2) years except that at the first annual meeting half (50%) of the directors to be elected shall be elected for only a one (1) year term. All subsequent annual meetings shall elect directors for two (2) year terms, as each term expires. Except as subject to section 4.03 (b), there is no maximum length of time for which Directors may serve, but each Director may serve in any specific elected position on the Board (as the President or Vice-President or Secretary or Treasurer or Secretary/Treasurer) for a maximum of 10 years. Where part of a term is served by a director to fill a vacancy, it shall not be counted for re-election purposes.
- b) The directors shall be elected by the members of the Society by secret ballot. The nominated candidates receiving the greatest number of votes for the position to be filled, shall be declared elected, provided that each candidate receives a majority of votes of the members present at the Annual General Meeting, so as to ensure the support and endorsement of the membership.
- c) In the case of a tie between candidates where only one can fill the remaining position on the Board, their names shall be submitted to a second ballot.
- d) The chairperson may appoint two (2) scrutineers for the purposes of overseeing the ballot vote.
- e) Retiring directors shall retain their office until the dissolution of the meeting at which the new Board is constituted.

4.13 Limited liability:

- a) The liability of the members and directors is limited.
- b) Each of the Directors, employees and agents of the Society, acting in relation to any of the affairs of the Society, and their respective estate, heirs, executors and administrators, shall be indemnified and held harmless out of the assets of the Society from and against all actions, costs, charges, losses, damages and expenses incurred or sustained in respect of any act done or permitted by them to be done in or about the execution of their office except such as they will incur or sustain through or by their own willful neglect or default. No Directors, employees and agents shall be liable for the act, receipts, neglects or defaults of other Directors, employees or agent or for joining in any act for the sake of conformity or for any loss, costs, damage or expense suffered by the Society through the insufficiency or deficiency of title to any property acquired by order of the Directors for the Society or for the insufficiency or deficiency of any security in or upon which any monies of or belonging to the Society shall be placed or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious

act of any person, firm or Corporation with whom or with which any monies, security or effects shall be lodged or deposited.

ARTICLE V - OFFICERS

5.01 Officers:

The officers of the Society shall be a president, a vice-president, a secretary and a treasurer, and any other officers as the Board of Directors may determine from time to time.

5.02 Election and appointment of officers:

The president, vice-president, secretary and treasurer or secretary-treasurer shall be elected by the Board of Directors from among their number immediately following the first annual meeting of the Society, to hold office until the next such annual meeting, provided that in default of such election the then incumbents, provided they are members of the board, shall hold office until their successors are elected. The other officers of the Society need not be members of the Board or the Society and may be appointed at such times and for such terms as the Board sees fit.

5.03 Delegation of duties and authority:

- a) The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board. The remuneration of all such agents and employees shall be fixed by the Board of Directors. Agents and employees are subject to removal by the board for cause and with notice.
- b) The Board of Directors may delegate any of their duties to standing or special committees consisting of such directors, officers, and others as they think fit. Any committee so formed shall, in the exercise of power delegated to fit, conform to any regulation which may be imposed upon it by the directors.

5.04 Duties:

The duties of all officers of the Society shall be as the members, by resolution, require of them.

5.05 Bonding:

The Board of Directors may prescribe, when necessary, that any officer, employee or signing authority of the Society, when handling money or securities, shall be bonded in such an amount as the Board may determine.

5.06 Irregularities:

All acts done at any meeting of the directors, or meeting of a committee of the directors, or by a person acting in the capacity of a director, are valid as if every person had been duly appointed and was qualified to be a director, even if it is later discovered that there was some defect in the appointment of the directors or persons who carried out the acts or if it is discovered that they or any of them were disqualified.

ARTICLE VI - BORROWING:

6.01 The Board of Directors may from time to time borrow money in any manner and without limit to amount on the credit of the Society and in such amounts as they may think proper, and may cause to be executed mortgages and pledges of the real and personal property and rights of the Society and may cause to be signed bills, notes, contracts and other evidence of securities for money borrowed or to be borrowed, provided that debentures shall not be issued without the sanction of a special resolution of the Society.

ARTICLE VII - FISCAL YEAR AND AUDIT OF ACCOUNTS

7.01 Fiscal Year:

The fiscal year of the Society shall be April 1st to March 31st.

7.02 Appointment of first auditor:

The first auditor of the Society shall be appointed by the directors not less than one (1) month before the date of the first annual general meeting and the auditor so appointed shall hold office until the first annual general meeting unless removed by resolution, in which case the Board may appoint another auditor.

7.03 Appointment of auditor:

The members shall at each annual general meeting appoint an auditor or auditors to hold office until the next annual meeting.

7.04 Vacancies:

The directors may fill any casual vacancy in the office of the auditor, but while the vacancy continues the previous auditor may act.

7.05 Remuneration:

The remuneration of the auditors of the Society shall be fixed by the Board of Directors.

7.06 Duties of auditor:

- a) The auditors shall make a report to the members and directors on the accounts examined by them and on every balance sheet and statement of income and expenditures laid before the Society at any annual meeting during their tenure of office.
- b) The report shall include, but not be limited to
 - i) whether or not the auditor has obtained all the required information and explanation, and
 - ii) whether, in the auditors opinion, the balance sheet referred to in the report properly exhibits a true and correct view of the state of the Society's affairs as at the date of the balance sheet, and the result of its operations for the year ended on that date in accordance with commonly recognized accounting principles.

7.07 Access to records:

Every auditor of the Society shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Society and is entitled to require from the directors and officers of the Society such information and explanation as may be reasonably necessary for the performance of the duties of auditor.

7.08 Attendance at meetings:

The auditors of the Society are entitled to attend at any meeting of the members of the Society at which any accounts that have been examined or reported on by them are to be laid before the members for the purpose of making any statement or explanation they desire with respect to the accounts.

ARTICLE VIII - CUSTODY AND USE OF THE SEAL OF THE SOCIETY

8.01 Seal of the Society:

The Board of Directors may adopt a seal which shall be the common seal of the Society.

8.02 Custody and use of seal:

The secretary or other officer of the Society shall have custody of the common seal of the Society, as the Board of Directors so decides. The seal shall not be affixed to any document except in the presence of any two (2) directors as appointed by the Board, and such persons so present shall sign every document to which the seal of the Society is affixed.

ARTICLE IX - ALTERATION OF BYLAWS

9.01 The bylaws of the Society shall not be rescinded, altered or added to except by special resolution of the Society at a meeting of the general membership of the Society called expressly for this purpose or at an Annual General Meeting, in all cases for which proper notification of date and intent to change the specific bylaws has been given.

ARTICLE X - MINUTES AND RECORDS

10.01 Minute Books:

- a) The secretary or some other officer specially charged by the Board of Directors with that duty shall maintain and have charge of the minute books of the Society and shall record or cause to be recorded therein minutes of all proceedings of all meetings of members and directors.
- b) The minute books shall include the following information:
 - i. minutes of the appointment and election of officers and directors;
 - ii. names of each director present at each board meeting and committee meeting of the directors;

- iii. a copy of the constitution of the Society, and any special resolutions altering the constitution;
- iv. a copy of the bylaws and any special resolutions altering the bylaws;
- v. copies of originals of all financial statements prepared by the auditor of the Society;
- vi. copies of all other documents directed to be inserted into the minute book by the Board of Directors;
- vii. Register of Names of the members of the Society.

10.02 Other books and records:

The directors shall see that all necessary books and records of the Society required by the bylaws of the Society or by any applicable statute of law are regularly and properly kept.

10.03 Inspection of records and books:

- a) Records related to financial transactions of the Society and the minutes of all meetings of the Society shall be available for inspection by the members at all reasonable times at the place where such minutes and records are ordinarily kept. Any member wishing to inspect the same shall apply in writing to the secretary, or secretary-treasurer who shall arrange a convenient time for such inspection within ten (10) days from the receipt of such application. The books and records of the Society shall at all times be open to inspection by the directors of the Society.
- b) Where information of a personal financial or confidential nature is on file, such file or information shall be closed for inspection to all but directors and their agents who need such information to carry out their specific duties in the operation of the Society.

ARTICLE XI - RULES AND REGULATIONS

11.01 The Board of Directors or a meeting of the general membership may prescribe such rules and regulations as are not inconsistent with these bylaws relating to the management and operation of the Society as they deem expedient, provided that such rules and regulations may be revoked by a majority vote of the members at any annual meeting of the Society.

11.02 The Board of Directors shall be empowered to make rules and regulations which are not inconsistent with existing laws and statutes for all projects under its control.

ARTICLE XII – PREVIOUS CONSTITUTION PROVISIONS

Note: In accordance with the Section 245 of the Societies Act, SBC 2015, c. 18 and Societies Regulation 18, the following provisions may not be altered or deleted without the prior written consent of the Government of British Columbia Minister(s) therein identified.

12.01 The Directors and Officers shall serve without remuneration, and the Directors shall not receive,

directly or indirectly, any profits from their position as Directors but may be paid expenses incurred by them in the performance of their duties. This provision was previously unalterable.

12.02 The Society shall be carried on without purpose of gain for its member(s), and no part of any income of the Society shall be payable or otherwise available for the personal benefit of the member(s) thereof, and any profits or other accretions to the Society shall be used for promoting its purposes. This provision was previously unalterable.

12.03 Upon wind-up or dissolution of the Society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the wind-up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries, wages, and after payment of any other debts of the Society, shall be distributed to a charitable organization(s) in Canada, which shall be designated by the Board of Directors. This provision was previously unalterable.

ARTICLE XIII – AFFORDABLE HOUSING PURPOSE

The Society will not alter or delete the affordable housing purpose set out in paragraph 2(a) of its constitution without first obtaining the written consent of the British Columbia Housing Management Commission.