

COWICHAN NIEGHOUBHOOD HOUSE ASSOCIATION BY-LAWS

Here set forth in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the Society Act and other bylaws.

I. ARTICLE ONE: DEFINITIONS

A. *The Society*

Where the word Society appears in these bylaws, it shall mean the COWICHAN NEIGHBOURHOOD HOUSE ASSOCIATION of the Cowichan & Chemainus Valley areas.

B. *Directors*

The word Directors shall mean the Board of Directors of the Cowichan Neighbourhood House Association.

C. *Area*

The area served by the Board shall be the area legally known as the Cowichan & Chemainus Districts on Vancouver Island, B.C.

D. *Special Resolution*

Special Resolution shall mean a resolution passed by a majority of not less than three quarters (3/4) of the members who are entitled to vote as are present in person at an extraordinary general meeting of which proper notice specifying the intention to propose the resolution as a special resolution has been duly given to the members.

E. *Business*

Business shall include the managing and handling of financing of the Society; it's real estate and all Society meetings.

II. ARTICLE TWO: MEMBERSHIP

A. *GENERAL*

1. GENERAL QUALIFICATIONS

There shall be four classes of membership: Active, Associate, Family and Honorary. The Directors may elect to active or associate membership in accordance with the terms of this by-law, any individual for membership in the Society:

1. An individual who files an application for admission on official forms furnished by the Society, giving detailed information requested therein in full
2. and who further agrees to subscribe to the by-laws and code of ethics
3. and who agrees that having read thoroughly understands the same
4. and further, and without restricting the foregoing, in order to be eligible for membership shall not
 - a) Have previously held membership in any Neighbourhood House Society which membership was canceled by expulsion
 - b) Have been guilty of conduct, which would be inimical to the Society.

5. A person under the age of 19 years

- a) may be admitted as a member of a society,*
- b) may be appointed to a committee or Board in the society, but not as an Officer of the Board, and*
- c) is liable for the payment of a subscription as if the person were of full age.*

2. ACTIVE MEMBER

Every individual, subject to the provisions herein contained shall be eligible for Active Membership in the Society. Members are required to pay an annual fee set by the Board of Directors.

3. ASSOCIATE MEMBER

Every individual, Society or trust company who is interested in Society affairs and willing to give financial support shall be eligible for Associate membership. Such Associate members shall not be entitled to vote, nor hold office in the Society. Associate members may at the discretion of the Board of Directors, upon payment of such fees or dues, from time to time, be laid down, be granted limited use of such services as may be offered by the Society and as shall be determined by the Board of Directors.

4. FAMILY MEMBERSHIP

Consists of 2 (two) or more members from one household, subject to the provisions herein contained be eligible for active membership in the Society. Family Membership in good standing entitles to one vote.

5. HONORARY MEMBERSHIP

The Board of Directors shall have authority by resolution to extend honorary membership to any person whom the directors see fit to honour for outstanding service to the Society. Any resolution passed for the purpose of this section shall require two thirds (2/3) of the **D**irectors' majority vote. 1. Honorary members shall not be required to pay any membership dues.

2. An honorary member shall not be entitled to hold office, nor be entitled to vote.

6. TERMINATION OF MEMBERSHIP

A membership in the Society is terminated when:

1. the member dies, or, in the case of a member that is a Society, the Society is dissolved;
2. a member fails to maintain any qualifications for membership described in these by-laws;
3. the member resigns by delivering a written resignation to the chair of the board, in which case such resignation shall be effective on the date specified in the resignation;
4. the member is expelled in accordance with Section 7 below or is otherwise terminated in accordance with the articles or by-laws;
5. the member's term of membership expires; or
6. the Society is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Society, automatically cease to exist.

7. TERMINATION OF MEMBERSHIP

The board shall have authority to suspend or expel any member from the Society for any one or more of the following grounds:

1. violating any provision of the articles, by-laws, or written policies of the Society;
2. carrying out any conduct which may be detrimental to the Society as determined by the board in its sole discretion;
3. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Society.

In the event that the board determines that a member should be expelled or suspended from membership in the Society, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Society. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

B. APPLICATION AND PROCEDURES

Application for membership in the Society must be in writing on such application form as may from time to time be approved by the Directors, in which the applicant certifies he/she has read the Constitution, by-laws, code of ethics and agrees to be bound by them.

C. FEES AND DUES

Fees and dues shall be laid down in the rules and regulations as set by the Society and amended from time to time as circumstances warrant. Membership dues shall be submitted with applications for membership at the rates laid down at time of application. Fees rendered by unsuccessful applicants shall be returned in full.

D. VOTING AND APPLICATION OF BYLAWS

1. VOTING RIGHTS

Every member of the Society with an Active or Family membership may vote at all meetings of the Society. An Active or Family member must be a member in good standing for at least 30 days to be able to vote. All members are considered to be in good standing with the exception of those having failed to pay his/her current membership fee or any other debt due and owing by him/her to the society as long as the debt remains unpaid. *A member not in good standing ceases to be a member after six months.*

2. APPLICATION OF BY-LAWS

The members of the Society pledge themselves to aid in the enforcement of *its* by-laws including the code of ethics adopted by the Board of Directors and to do all in their power to further the aims and objectives of the Society.

3. RESIGNATIONS

Any member at any time resigns from the Society by handing his/her resignation in writing to the Secretary, providing that resignation shall not relieve any member from any indebtedness to the Society for unpaid dues or assignments in his/her trust.

4. EXPULSION OR SUSPENSION

The board of Directors may suspend or expel any member with two third majority of the board as prescribed in policies who:

- A) has been found guilty of any criminal offense involving moral turpitude or
- B) who is actively working against the Society's objectives.

5. REINSTATEMENT

Any member having been expelled for any cause shall be eligible for membership only in the manner prescribed in policies and procedures and may be reinstated by a majority of two third of the directors.

III. ARTICLE THREE: BOARD OF DIRECTORS

1. COMPOSITION AND ELECTIONS

- 1.** The Society shall be managed by a Board of Directors elected from the Active Membership. **2.** The Board of Directors, President, Vice-president, Second Vice-president, **Recording-Secretary**, **Corresponding-Secretary**, Treasurer, **up to three Members at Large**, plus one Past President, as determined from time to time at a general meeting.
- 3.** The elected Directors shall be elected for a one year period at the Annual General Meeting held in accordance with the provisions of these bylaws and the Society Act of the Province of British Columbia.
- 4.** *At least 3 members of the Board must be residents of British Columbia.*
- 5.** *The Society must have no fewer than 3 and no more than 10 directors.*

2. AUTHORITIES

The Directors shall have authority to do all proper and lawful acts on behalf of the Society except those, which by these by-laws or by any statute are required to be done by the Society.

3. VACANCY

In case any vacancy occurs among the officers, an election shall be held at the next meeting and the Officer elected at that time shall hold office for the unexpired portion of the term of the Officer whose place he/she has been elected to fill.

4. CALL OF MEETINGS

Meetings of the Directors shall be held at the call of the President and shall be called within 14 days, (fourteen days) when so requested in writing by four or more Directors.

5. NOTICE OF MEETINGS

Notice in advance shall be given of any Directors' meetings to each member of the Board of Directors.

6. DISMISSAL

The members may by special resolution remove a Director before the expiration of his/her term, and may elect a successor to complete the term of office. *The procedure to remove a director will follow the relevant portion of the Society Act, "Removal of Directors".*

7. QUORUM

A quorum at any directors meeting shall be four directors.

~~8. REMUNERATION~~

At no time may a voting member of the Executive or Board of Directors receive remuneration or any other form of financial benefit for their services to the Society, regardless of the type of service performed. *This provision was previously unalterable.*

IV. ARTICLE FOUR: OFFICERS AND REGULATIONS

1. OFFICERS

a) There shall be the following officers of the Society namely: President, Vice-president, 2nd Vice president, *Recording-Secretary*, *Corresponding-Secretary*, and Treasurer.

b) Officers must be at least 19 years of age.

2. PRESIDENT

It shall be the duty of the President to preside at all meetings of the Society or the Directors, to have a general care of the interest of the Society and to see that every effort is made to achieve the objects of the Society and to see the provisions of the by-laws are enforced.

The President shall also have the power to appoint substitutes to serve for members temporarily unable to act.

3. ABSENCES & PRESIDENT PRO TEM

In the absence of the President, the Vice-president shall perform the duties of the president. In the absence of both, the 2nd Vice-president shall perform the President's duties. In the absence of all three, the immediate Past President shall assume the duties of the president. A *President* pro tem shall be appointed by the Directors only if the President and two Vice-Presidents are absent.

4. RECORDING-SECRETARY

He/she shall work closely with and assist the directors to carry out their duties in managing the affairs of the Society. He/she shall see that a proper account of all minutes of meetings are kept, which records shall be subject to examination by any active member during usual business hours and he/she shall perform any other duties as set forth in these by-laws of the Society and as may be prescribed from time to time by the Directors.

5. CORRESPONDING-SECRETARY

He/she shall work closely with and assist the directors to carry out their duties in managing the affairs of the Society. He/she shall write and send letters, news releases, and other communication or

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correspondence as directed by the Directors. He/she shall organize notice for Membership meetings. He/she shall ensure that all contact information for the Directors is received by current.

6. TREASURER

He/she shall see that a proper account of all receipts and disbursements on the proper books are kept in which records shall be subject to examination by any active member *with reasonable notice*.

7. MEMBERS AT LARGE

Members at Large have a vote at Board meetings but are not considered Officers and shall not have signing authority. Members at Large may be under 19 years of age.

8. BANKING

The directors shall decide in which Bank and / or Credit Union the funds of the Society shall be deposited and shall make a proper resolution. The signing officers of the Society shall be: Treasurer, President, *First Vice-President, Recording-Secretary, and Chair of the Steering Committee.*

9. RULES AND REGULATIONS

The directors from time to time make such rules and regulations not contrary to law or the provisions of this constitution and By-laws for the furtherance of the Society's objectives and purposes as the directors deem necessary.

10. ENFORCEMENT OF BY-LAWS

It shall be the duty of the Directors to enforce the provisions of these by-laws including the standards of business practice, code of ethics, all without fear or favor upon all members of the Society.

11. VOTING

a) Decisions of the directors shall be established by majority vote.

b) Directors may make decisions through "consent resolutions" in lieu of a meeting. Consent resolutions must be unanimous.

c) The chair or two voting members may request voting by secret ballot.

V. ARTICLE FIVE: COMMITTEES

1. APPOINTMENTS

The president shall be notified in advance of all committee meetings and shall have the right to attend their sessions and to take part in all discussions and proceedings and in his/her absence the Vice president shall have said right. The directors shall appoint all Committees.

2. CHAIR

Each committee chair shall be an active member but not necessarily a director.

3. TERMS AND DUTIES

Committees shall be appointed for a specified term not to exceed the current executive year and shall perform such duties and functions as may be prescribed from time to time.

4. COMMITTEE QUORUM

A simple majority of the members of a committee present shall constitute a Quorum.

5. *STANDING COMMITTEES*

The Directors may vote to establish or dissolve a Standing Committee to serve the Society on an ongoing basis. A Standing Committee shall submit a report annually to the membership. The chair of a Standing Committee shall be elected by the general membership. If the chair's position falls vacant, a Director shall be appointed by the Board of Directors to the position until a membership meeting can be held to elect a new chair.

VI. ARTICLE SIX DISPUTES AND COMPLAINTS

For the purpose of these bylaws, disputes, complaints concerning duties, violations of ethics, standards of business practice, board policy and other regulations of the Society affecting *its* members, shall be handled in accordance with the rules and regulations and for the ultimate good of the Society and furtherance of its goals.

VII. ARTICLE SEVEN: MEETINGS

1. ANNUAL GENERAL MEETING

The Annual General Meeting shall be held during *either* the month of ~~October~~ *April or May* each year and no later than the 30th *day of May*.

2. ORDINARY MEETINGS

An ordinary general meeting of the Society shall be held at such times as the Directors may determine.

3. EXTRA ORDINARY GENERAL MEETING

An extraordinary general meeting of the Society shall be called by the President, within 14 days when so requested by 2/3 or more directors or upon written request of 10% or more active or Family members.

4. NOTICE OF MEETINGS

All meetings of the Society shall be deemed duly called if notice thereof be given in writing to each Active and Family member at least 14 days prior thereto.

Electronic notification shall be considered written notice for any member who has given consent.

5. TIME AND PLACE OF MEETINGS

The president, subject to these by-laws may determine the time and place for any meetings or the board of Directors shall determine the time and place for any meetings subject to these by-laws.

6. QUORUM

A quorum for the Annual General Meeting and for any general meeting shall be **ten (10)** members entitled to vote, but shall never be **fewer** than 3 (three) persons.

No decisions, other than the election of a chair and the adjournment of the meeting, will be conducted at a general meeting where a quorum is not present.

VIII. ARTICLE EIGHT: FINANCIAL

1. FISCAL YEAR

*The fiscal year of the Society shall terminate on the **last** day of the month of **February** in each year.*

2. BORROWING POWERS

The board shall have power to borrow money upon an unanimous vote by the Directors present at a meeting of Directors called for that purpose of which due notice had been given, subject to the provisions in the Society Act.

3. AUDIT

- a) An Annual Report of the Association shall be made each year, by the Treasurer, or, other appointed representative of the Association, and the financial statement shall be witnessed and signed by two Executive members of the Association. The financial statement shall clearly and accurately outline the financial position of the Association and be completed before the Annual General Meeting each year. The financial statement shall be available to the membership for perusal at each Annual General Meeting. The annual reports and financial statement shall be sent to the Registrar of Companies within thirty (30) days after each Annual General Meeting.

- b) A professional audit may be requested by the membership at the Annual General Meeting of the Association. Any such request by the membership must be duly moved and passed, by a *super* majority vote of the membership at the Annual General Meeting. From time to time, as is deemed necessary for the application of financial assistance, or other reasons, the Board of Directors may request a professional audit. Any such request by the Board of Directors must be duly moved and passed, by a unanimous vote of the Board of Directors entitled to vote at a regular Board of Directors meeting.

4. DISSOLUTION

- a) There shall be no dissolution or winding up of the Society except by an extra ordinary General Meeting of the Society for that purpose.

b) Upon winding up or dissolution of the Society, the assets which remain after statutory and grant obligations, and after payment of all cost, charges, and expenses, which are properly incurred in the winding up, shall be distributed or disposed of to charities registered under the Income Tax Act (Canada) having a similar charitable purpose. This provision was previously unalterable.

5. AMENDMENTS OF BYLAWS

Bylaws of the Society may only be amended by special resolutions at an extra ordinary general meeting called for that purpose or at an extra ordinary meeting or annual general meeting.

6. MEETING PROCEDURES

In the event of a dispute as to order of procedure at meetings of the Society procedure shall be in accordance with Bourinot's rules of order (latest edition)

7. CONTRACTUAL RELATIONSHIPS

Committees should be responsible for terms of reference, minutes of the committee meetings and informing board.

8. APPOINTMENT OF STAFF

The Board of Directors may appoint an Executive officer and such other staff as may be considered necessary and who need not be members of the Society and who shall perform such duties as may from time to time be assigned to them by the directors. Any functions of the Secretary-Treasurer may be delegated to the Executive Officer.

9. INSPECTION OF RECORDS, INFORMATION & PRIVACY

Members have the right to obtain copies of information about the Society in accordance with the Information & Privacy Policy and all relevant government Acts and regulations.

The public is entitled to receive a copy of the society's financial statements and auditor's report.