

**WEST SECHELT COMMUNITY
ASSOCIATION**

**CONSTITUTION
AND
BYLAWS**

Amended 2024

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CONSTITUTION

The name of the Society is “West Sechelt Community Association”

The purpose of the Society is to help improve and maintain quality of life, to help promote community spirit and pride, to monitor District of Sechelt Council and Sunshine Coast Regional District Meetings and Minutes, to help protect the environment and foster good stewardship, and to cooperate with other organizations which have objectives similar to the objectives of the Society.

BYLAWS

Article I Executive Officers, Directors and members shall serve without remuneration and shall not receive, directly or indirectly, any funds of the Society, but may be reimbursed for expenses incurred in the performance of their duties.

Article II In the event of the dissolution of the Society, the Society shall distribute any assets remaining after payment of all debts and obligations, to a registered charity or other qualified donee, other public-funded societies or community service co-operatives.

Part 1 Definitions

1. In these Bylaws, unless context otherwise requires:

“Society” means the West Sechelt Community Association.

“Director” means a person elected or appointed to serve on the Board of Directors.

“Executive Officer” means the elected officers, president, vice-president, secretary and treasurer, who serve on the Board of Directors.

“Record Keeper” (part 14) means a person who maintains archival records required under the Societies Act in the event of an involuntary dissolution.

2. The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws. Words imparting the singular include the plural and vice-versa, and words imparting a female person include a male person.

Part 2 Membership

1. A member of the Society must of legal age. **Membership includes all members of legal age in a household located in West Sechelt.**

2. Every member must uphold the Constitution and comply with these Bylaws.
3. The annual dues will be determined at the Annual General Meeting.
4. The membership terms are from the date of the Annual General Meeting to the date of next year's Annual General Meeting.
5. Any member is eligible to become a Director or Executive Officer of the Society.
6. A person ceases to be a member of the Society in good standing and forfeits all rights and privileges upon:
 - a. submitting a resignation in writing, or
 - b. failing to pay annual membership dues, or
 - c. upon death, dissolution in the case of a corporation, or
 - d. being expelled, or
 - e. upon dissolution of the Society
7. A member may be expelled by a special resolution of the membership passed at a general meeting. The notice of special resolutions for expulsion must be accompanied by a brief statement of the reason for the proposed expulsion. The person who is the subject of the proposed resolution for expulsion must be given the opportunity to be heard at the general meeting before the special resolution is put to a vote.

Part 3 Board of Directors

The Board of Directors will consist of elected Executive Officers, including President, Vice-President, Treasurer, Secretary, and Directors. There will be at least three (3) Executive Officers and at least two (2) Directors.

Part 4 DUTIES OF OFFICERS

1. The President shall:
 - a. preside over the meetings of the Board of Directors, the Annual General Meeting and Special General Meetings.
 - b. represent the Society as its spokesperson in the community and at national and provincial and affiliated organizations
 - c. provide leadership over the affairs and activities of the society.
 - d. perform other duties as may be designated by the Board of Directors or these Bylaws.
2. The Vice President shall carry out the duties of the President during the President's absence, and organize and execute other leadership functions

of the Society as may be required and determined by the Board of Directors.

3. The Secretary shall:
 - a. record and maintain minutes of Board of Director Meetings, the Annual General Meeting and any Special General Meetings.
 - b. submit any necessary reports to BC Societies, **including a register of directors that shows start and cease dates.**
 - c. perform other duties as may be designated by the Board of Directors or these Bylaws.

4. The Treasurer shall:
 - a. maintain financial records including annual budget, if any, investments, if any, regular financial statements and records of the funds received and disbursed
 - b. perform other duties as may be designated by the Board of Directors or these Bylaws.

5. Former Executive Officers may serve in an advisory role as may be required by the Board of Directors from time to time by invitation.

6. Executive Officers will maintain records pertaining to their duties during their term of office, **and upon completion of her/his term of office, must turn over all working files to the succeeding Executive Officers.**

TERM OF OFFICE: The initial term of office for Executive Officers and Directors shall be two calendar years or three calendar years. The terms of office shall be staggered so that not all will be ending at the same time. Terms of office shall be determined at the first meeting of the Board of Directors. **Executive Officers and Directors may serve additional terms upon being elected by the membership at the AGM.**

Part 5 Directors

1. If a designated Director cannot attend a meeting, an alternate may attend and shall have one vote.
2. An act or proceeding of the Directors is not invalid merely because there are fewer than the prescribed number of Directors in office.
3. The Board of Directors may at any time appoint a member to serve as a Director to fill a vacancy in the Directors.
4. Directors assist in achieving the objectives of the Society.

Part 6 Responsibility of the Board of Directors

The Board of Directors is accountable and legally responsible for the affairs of the Society. The Board of Directors must plan for the long-term success of the Society. In order to fulfill these responsibilities, the Board of Directors shall:

- a. develop policies and procedures to guide the operation of the Society
- b. oversee the management of all revenues and expenses, and of all assets of the Society
- c. approve two (2) signing officers for all contracts, agreements, cheques and documents, any two of whom may execute each signing
- d. monitor and evaluate Society programs
- e. promote the Society in the community
- f. be cognizant of and adapt to changing needs of the community.

Part 7 Removal of Executive Officers and Directors from Office

1. Executive Officers and Directors shall be automatically removed from office if they miss three (3) consecutive Board of Director meetings without prior notification and reasonable excuse.
2. Executive Officers and Directors may be removed from office by a special resolution of the Board of Directors passed by a two-thirds (2/3) majority of those present, provided that notice of the meeting specifies that such a matter is to be on the agenda and gives the particulars of the grounds for the resolution.

Part 8 Meetings/Quorums

1. The Society shall hold an Annual General Meeting once per calendar year. Notice of the time and place of the meeting shall be given at least FOURTEEN (14) days before the meeting. **Notice of meeting may be published in the local newspaper, or on the Society's web page, or sent to members via e-mail.**

2. A Special General Meeting may be called at any time by the Board of Directors. Notice of the purpose, time and place shall be given at least FOURTEEN DAYS (14) before the meeting.
3. **At any meeting of the Society, fifteen (15) per cent of the total membership list being present at the meeting shall constitute a quorum.**
4. Any meeting can be held electronically (video conference, e-mail or other digital format) as may be determined by the Board of Directors. Quorums as noted below apply.
5. At any meeting of the Board of Directors, the presence of two-thirds (2/3) of the members eligible to vote shall constitute a quorum; however, a quorum shall never be fewer than three persons.
6. At any meeting of the Board of Directors, a simple majority of votes cast shall carry a motion.
7. Notices of meetings and appropriate documents can be sent via e-mail. For those who do not have access to e-mail, they must be informed either by phone, in-person or by regular mail.

Part 9 Elections

1. **An election of Executive Officers and Directors shall be held at the Annual General Meeting of the Society as required to fill vacancies on or add members to the Board of Directors.**
2. The Board of Directors will select Executive Officers or Directors to serve on the Nominating Committee.
3. The Nominating Committee **may** present a slate of Executive Officers and Directors at the last regular Board meeting prior to the Annual General Meeting.
4. Further nominations may be made and seconded in writing **or orally** at the Annual General Meeting by any member with the consent of the nominees.
5. A written ballot shall be taken for any office for which more than one person is nominated.

Part 10 Voting

1. At the Annual General Meeting and any Special General Meetings of the Society, every member in good standing shall have one vote.
2. At meetings of the Board of Directors, each Executive Officer and Director or alternate shall have one vote.

Part 11 Fiscal Year and Financial Review of Accounts

1. The fiscal year of the Society shall be January 1 to December 1.
2. The books of account of the Society may be reviewed by an independent accountant appointed by the Board.

Part 12 Amendments

The Bylaws may be amended by a two thirds (2/3) majority vote of the membership present at any General or Special Meeting. Changes must be filed with <https://www.bcregistry.ca/societies/> by the Secretary and Canada Revenue Agency by the Treasurer.

Part 13 Borrowing

The Board of Directors may borrow or raise funds, provided the debenture shall not be issued without special resolution of the membership.

Part 14 Dissolution of the Society

- 1. If the Society is dissolved by the Registrar, the Record Keeper will be the person who was the keeper of the records before the dissolution.**
- 2. The records must be kept in BC, or, if the records are electronic, they must be available for inspection at a location in BC for three years.**
- 3. The Record Keeper must keep the records in a complete state and avoid loss or damage.**
- 4. The Record Keeper will be authorized to impose fees (up to the amount in the regulations), a notice period, and reasonable restrictions on the times during which a person may access the records. They may send copies or provide them for pickup.**
- 5. It will be an offense for a Record Keeper to deny access to records to a person who is entitled to access them.**

Part 15 Parliamentary Authority

All questions of procedure at any meeting of the Society shall be decided in accordance with Robert`s Rules of Order most recently revised, provided Robert`s Rules are not inconsistent with these Bylaws.

Amended this date _____, 2024