

## **WEST BAY RESIDENTS ASSOCIATION**

### **CONSTITUTION**

1. The name of the Society is the West Bay Residents Association, “WBRA”.
2. The purpose of the Society is to:
  - Promote, facilitate, support and or undertake any activity that will enhance the quality of life for residents of the West Bay area;
  - Promote the interests of the West Bay neighbourhood concerning the physical, environmental, economic, social, historical and aesthetic aspects of the community, including land use and development;
  - Promote community spirit through organizing and or supporting related arts, sports and recreational events and other projects as appropriate;
  - Serve as a liaison between the residents of the West Bay neighbourhood and all levels of government, public agencies and organizations; and
  - Foster meaningful community participation in all development and land use planning opportunities for the WBRA area.

# WEST BAY RESIDENTS ASSOCIATION

## BYLAWS

### **Part A - Interpretation**

1. The definitions in the *Societies Act* apply to these bylaws.
2. If there is a conflict between these bylaws and the *Societies Act* or the regulations thereunder, the *Act* or the regulations, as the case may be, prevail.

### **Part B – Membership**

1. Every member must uphold the constitution of the Society and must comply with these bylaws.
2. The Society shall be carried on without purpose of gain for its members and any revenue or profit of the Society shall be used only in promoting its objectives.
3. Eligibility of membership: All residents that live within the geographic area of West Bay, in the Township of Esquimalt, and who are 18 years of age and over are eligible to become members of the Society.
4. Voting membership: Voting members are all eligible residents who pay an annual membership fee of \$10, due at or following the AGM. Fees that are received after the AGM are not prorated throughout the year. Only paid up members are eligible to vote.
5. Membership dues must be approved by a two-thirds majority vote at a general meeting after notice of motion has been given.

### **Part C – Meetings of Members**

1. General meetings of the Society shall be held quarterly and shall be held at the time and place, in accordance with the *Societies Act*, that the directors decide.
2. The directors may, when they think fit, convene a general meeting.
3. Notice of a general meeting shall specify the place, day and hour of meeting and, in case of special business, the general nature of that business in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.
4. A notice of a general meeting and the annual general meeting will be given 7 days or more prior to the date of the meeting.
5. A notice of a meeting may be given to a member by email, and or posting on the Society's webpage and Facebook page, and or by other means, at the discretion of the Board.

6. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
7. The Board will make every effort to convene the AGM of the Society in December of every calendar year, at a time and date agreed to by the Board.
8. A quorum for a general and annual general meeting is a minimum of 6 voting members.
9. No business, other than the adjournment or termination of the meeting, shall be conducted at a general or annual general meeting at a time when a quorum is not present.
10. If at any time during a general or annual general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
11. In the case of an equality of votes, the Chair shall not have a casting or second vote in addition to the vote which the Chair is entitled to as a member.
12. A special resolution requires 2/3 of the votes cast.
13. A voting member, as defined in B.4, is entitled to one vote.
14. Voting by proxy is not permitted.
15. Voting is by a show of hands. Approval is based on a majority of voting members present.
16. Meetings may occur in person, or by electronic means and or by other means at the sole discretion of the Board.
17. The Board, on the request of 20 percent or more voting members, shall convene a general meeting of the Society. The written request, directed to the Board Chair, must be signed by the requisitioning voting members and must state in 200 words or less the business to be considered at the meeting.

#### **Part D – Directors**

1. Subject to the *Societies Act*, the Directors of the Society are responsible for the management and internal affairs of the Society. Each Director must 1) act honestly and in good faith; 2) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; 3) act in accordance with the *Societies Act* and its regulations; and 4) promote the Society's Constitution and act in accordance with its Bylaws.
2. The Society shall have no fewer than four Directors and not more than ten Directors, at any time.

3. The election of directors shall be voted on by a show of hands. In order to be elected, a nominee must receive the votes of more than 50% of the voting members casting ballots in the election.
4. Every voting member, who is not a convicted felon, and is not an undischarged bankrupt, is eligible for nomination as a Director.
5. The nomination process for Board Director begins with a written submission to the Board Chair, received no later than November 1st of each year. At the discretion of the Board, and if there are positions to be filled, the Board will interview the candidate(s) to determine eligibility and fit. In November of each year the Board will develop and approve a slate of candidates for presentation to the membership at the AGM in December, for ratification.
6. The term of office of every elected director shall be one year. There is no restriction on the number of terms of office a Director may run for. Once elected, a Director shall remain in office until the end of their term, or until re-elected, or until a successor is elected, or until they withdraw in writing.
7. At the discretion of the Board, vacancies on the Board occurring after the AGM may be filled by appointment by the Chair, following the nomination process and approval by the Board. The Board will seek ratification from the membership at the next general meeting or AGM, whichever comes first.
8. The Directors may from time to time fix the meeting quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Directors then in office.
9. Minutes shall be taken and maintained for all Board meetings.
10. Meetings of the Board will occur quarterly and or on an as needed basis.
11. Resolutions of Board meetings shall be decided by a majority show of hands.
12. A resolution by email or some other form, approved by a majority of Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

## **Part E – Officers**

1. The Directors shall, at their first meeting following the AGM, determine the following Executive Officers of the Society, from among their numbers, to serve a one year term.

### **Past Chair Responsibilities:**

- assumes the role of Past Chair directly following stepping down as Chair and may continue until the Chair steps down and assumes the role

- builds continuity and provides support to the new Chair, especially during transition
- adds continuity and historical context to Board deliberations
- may act as a signing authority.

Chair Responsibilities:

- chairs all Board and Society meetings
- provides leadership and facilitates participation and engagement of all Board members
- prepares the Board agenda
- acts as a signing authority
- supervises generally the affairs and business of the Society
- is the spokesperson for the Society.

Vice Chair Responsibilities:

- is vested with all the powers and performs all the duties of the Chair in the absence of the Chair
- chairs meetings in the absence of the Chair
- may act as a signing authority.

Treasurer Responsibilities:

- reviews, monitors, and reports out on the financial activities of the Society
- ensures financial statements, records and the registrar of members are maintained
- may act as a signing authority.

Secretary Responsibilities:

- maintains all records of the Board
- ensures effective management of organizational records, incoming and outgoing communications, etc.
- develops, manages and distributes minutes of the Board
- may act as a signing authority.

Note: Treasurer and Secretary positions may be combined.

## **Part F – Finance**

1. The Board of Directors has responsibility for overseeing the Society's financial affairs. Society funds shall be kept in an account at a public financial institution (e.g. Bank, Credit Union, etc.)
2. The Society may not borrow money.
3. The Board has approval to make expenditures as is required.
4. An accounting of revenues and expenditures will be reported at general meetings and an annual financial report will be delivered at the AGM.

## **Part F – Dissolution of the Society**

1. Upon the winding up or dissolution of the Society, any assets remaining after satisfaction of the Society's debts and liabilities shall be given or transferred to one or more charitable organizations registered under the provisions of the *Income Tax Act*, and which shall be designated by the directors.

## **Part G – Signing Authority**

1. A contract, cheque or other financial instrument to be signed by the Society must be signed on behalf of the Society by any two of the following Executive Officers: Past Chair, Chair, Vice Chair, Secretary, and Treasurer.