



T.K. SPARKS

BY-LAWS for
CEDAR HEIGHTS COMMUNITY ASSOCIATION

I. Membership

- Section 1 There are two membership categories for members of the Society, as follows:
- (1) Ordinary Member: An adult who resides in South Shuswap (CSRD Areas C and G) of British Columbia and who subscribes to the Constitution and By-laws of the Association;
 - (2) Associate Member: An adult who resides outside of South Shuswap, British Columbia and who subscribes to the Constitution and By-laws of the Association. An Associate Member cannot hold office or vote at any meeting of the Society; all other benefits are the same as for an Ordinary Members.
- Section 2 Moving
- If an Ordinary Member moves outside of South Shuswap boundaries during the course of a membership year, the member automatically becomes an Associate Member for the remainder of the membership year. If an Associate Member moves inside of South Shuswap boundaries during the course of a membership year, the member automatically becomes an Ordinary Member for the remainder of the membership year.
- Section 3 Membership Dues
- The annual membership year will coincide with the fiscal year of the Society, which shall coincide with the calendar year. Membership dues shall be approved at the Fall General Meeting of the Society through approval of the Budget for the following fiscal year. The membership fees are the same for either Ordinary or Associate Members.
- Section 4 A member shall be deemed to be in good standing when they have paid their annual membership fee.
- Section 5 Membership Ceases
- Any member who desires to withdraw from membership in the Society may notify the Board of Directors in writing to that effect and, upon receipt by the Board of Directors of such notice, the member shall cease to be a member. In case of resignation a member shall remain liable to payment of any assessment or other sum levied or which became payable by them to the Society prior to the acceptance of their resignation.
- Section 6 Upon the failure of any member to pay annual membership dues, subscriptions or indebtedness due to the Society, the Directors may cause the name of such member to be removed from the registry of members.
- Section 7 Any member who resigns, withdraws, or is expelled from the Society shall forthwith forfeit all right, claim and interest arising from or associated with membership in the Society.

II. Meetings

Section 1 Annual General Meetings

The Annual General Meeting of the Society shall be held each year not more than four calendar months following the end of the previous fiscal year. It shall be held upon a date and at a place within the Province of British Columbia as fixed by the Board of Directors. Fourteen days' notice of the meeting shall be communicated to each member by mail, electronic notice or by hand.

Section 2 Meetings

Meetings of the members other than the Annual General Meeting, whether general or special, may be convened by order of the Directors for any time and at any place in British Columbia. Notice of the time and place and the general nature of the business to be transacted at the meeting shall be communicated to each member by mail, electronic notice or by notice handed to the member at least fourteen days before the holding of the meeting.

Section 3 No error or omission in giving notice of any Annual General Meeting, general meeting or special meeting, or any meeting, shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all such proceeding taken or had thereat. For the purpose of sending notice to any member, director or officer of any meeting or otherwise, the address of any member, director or officer shall be the last email or postal address recorded on the books of the Society

Section 4 Participation by members in General Meetings by videoconferencing is acceptable provided that the member has registered in advance, is provided all required materials and information for the topics on the Agenda for the meeting and is provided a means of confirming identification and current membership status.

Section 5 Quorum

A quorum for the transaction of business at any meeting of members, whether Annual General Meeting or otherwise, shall consist of not less than fifteen Ordinary Members present in person or by videoconference.

Section 6 Voting

Every Ordinary Member in good standing shall be entitled to one vote, whether in attendance in person or by videoconference.

Section 7 No Ordinary Member shall be entitled to vote at any meeting unless all subscriptions, dues and accounts presently payable by them in respect of their membership in the Society have been paid in full.

Section 8 No voting by proxy will be allowed at any meeting of the Society.

III. Directors and Officers

Section 1 The affairs of the Society shall be managed by a Board of Directors, each of whom at the time of their election shall be an Ordinary Member of the Society. Each director shall be elected at a Fall General Meeting of the Society held not less than six weeks prior to the start of the next fiscal year.

The Directors so elected shall take office on January 1st of the next fiscal year and hold office until December 31st of that year.

If a position is not filled at the time of the Fall General Meeting, or becomes vacant during the term of office, that position can be filled by the appointment of an Acting Director by the Board of Directors, and during the time before such replacement is appointed the President will be responsible for the duties of that position.

The whole Board shall finish their term of office, but shall be eligible for re-election, if otherwise qualified. The election of Directors shall be by a majority of those members present at the Fall General Meeting. The members may, by resolution passed by at least two-thirds of the votes cast at a General Meeting of which notice specifying the intention to pass such a resolution has been given, remove any director before the expiration of their term of office and may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of their term.

Section 2 The Board of Directors shall manage the affairs of the Society and make decisions that are in the best interests of the Society. The Board of Directors may exercise the power and authority of the Society in accordance with the legislation and the by-laws of the Society. The Board of Directors will make recommendations but will not make decisions on a matter when the legislation or a by-law requires a full membership vote.

Section 3 The Board of Directors shall be composed of the president, vice-president, secretary and treasurer, as well as such other directors elected at a General Meeting of the Society or appointed by the Board of Directors.

Section 4 If any member of the Board of Directors shall resign their office or be suspended or expelled from the Society, the directors shall declare their office vacated and may appoint a successor in their place to hold office until January 1st of the following year.

Section 5 Meetings of Directors

Directors' meetings may be held at such times and at such places as the directors may from time to time determine. Notice of such meetings shall be communicated to each director not less than two days before the meeting is to take place. Participation by Directors in meetings by videoconferencing is acceptable provided that the Director is in receipt of all required materials and information for the topics on the Agenda for the meeting.

Section 6 A majority of the directors shall form a quorum for the transaction of business.

- Section 7 Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the Chairperson, in addition to having their vote, shall have a second or casting vote.
- Section 8 Remuneration of Directors
- The members of the Board of Directors shall receive no remuneration for acting as directors or officers of the Society.
- Section 9 Liability of Directors
- The Society will maintain director's and officer's insurance for all directors to protect each director and officer from any claim, action, law suit or proceeding that may be brought while each serves as a director. The director's and officer's insurance will indemnify the director from all costs and include coverage for the respective director's heirs, executors and administrators. Each Director, upon taking office, shall be required to act in good faith and reasonably in the best interests of the Society in order for the insurance to be effective. The insurance will NOT be effective for any Director who is either willfully neglectful of their duties or deliberately acts against the interests of the Society.
- Section 10 Officers of the Society
- There shall be a president, vice-president, secretary and a treasurer of the Society. One person may hold more than one office except the office of president and vice-president. The officers of the Society shall be elected by a majority of those Ordinary members present at the Fall General Meeting.
- Section 11 Duties of the Officers
- The president shall, when present, preside at all meetings of the members of the Society and of the Board of Directors. The president shall also be charged with the general management and supervision of the affairs and operations of the Society. The president, with the secretary or other office appointed by the directors for the purpose, shall sign all resolutions and membership certificates.
- Section 12 The vice-president shall assume all the duties of the president in the absence of the latter.
- Section 13 The treasurer shall receive, deposit and make disbursements of all monies of the Society provided that no disbursements shall be made except upon the authorization of a resolution of the Board of Directors.
- Section 14 The secretary shall be the ex-officio clerk of the Board of Directors. The secretary shall attend all meetings of the Board of Directors and general meetings, and record all facts and minutes of all proceedings in the books kept for that purpose and shall be the custodian of the seal of the Society and all books, papers, records, correspondence, contracts and other documents belonging to the Society.

Section 15 Deeds, transfers, licenses, contracts and engagements on behalf of the Society shall be signed by either the president or vice-president and by the secretary, and the secretary shall affix the seal of the Society to such instruments as require the same.

Section 16 All cheques, bills of exchange, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by such officer or officers of the Society and in such manners as shall from time to time be determined by resolution of the Board of Directors.

Section 17 Nominations

The Board will appoint, no later than 60 days before the Fall General Meeting, a Nominating Committee, which shall consist of the Past President or a current elected Director appointed by the Board, plus two (2) Ordinary Members in good standing. They will compile a list of nominees and vacant positions on the Board for presentation at the Fall General Meeting. Each nominee must be an Ordinary Member in good standing and will need to be nominated and seconded.

At not less than fourteen (14) days prior to each Fall General Meeting an Ordinary Member entitled to vote for the election or appointment of Directors may nominate a current member and submit that name to the Nominating Committee.

Nominations may be made from the floor at the Fall General Meeting and must be seconded.

IV. BORROWING

Section 1 For the purpose of carrying out the objects of the Society, the directors may borrow or raise or secure the payment of money in such manner as they think fit and, in particular, by the issue of debentures provided debentures shall not be issued without the sanction of an extraordinary resolution of the Society.

V. AUDIT

Section 1 The Board of Directors may from time to time appoint an auditor or auditors to hold office for such period as the directors may determine. 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 expenditure laid before the Society at any general meeting during their tenure of office.

Section 2 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 other officers of the Society such information and explanation as may be necessary for the performance of the duties of the auditor.

VI. SEAL

Section 1 The common seal of the Society shall be under the control of the directors and responsibility for its custody rests with the secretary. The use of the seal shall be determined by the directors.

VII. ALTERATION OF BY-LAWS

Section 1 The By-Laws of the Society shall not be altered or added to except by an extraordinary resolution of the Society. For all purposes of the Society, extraordinary resolution shall mean a resolution passed by a two-thirds majority of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given.

VIII. MINUTES

Section 1 The directors shall see that all necessary books and records of the Society required by the By-Laws of the Society or by any applicable statute or law are regularly and properly kept.

Section 2 The books of account shall be kept at such place in British Columbia as the directors think fit and shall at all times be open to inspection by directors.

Section 3 Unless otherwise ordered by the Board of Directors, the fiscal year of the Society shall terminate on the day in each year to be fixed by the Board of Directors and the financial statements of the Society's affairs for presentation to the members at the Annual General Meeting shall be made up to that date.

IX. INSPECTION OF BOOKS

Section 1 The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members, not being directors, and no member other than a director shall have any right of inspecting any account or book or document of the Society except conferred by law or authorized by the directors or by resolution of the members, whether previous notice thereof has been given or not.

Section 2 Upon dissolution of the Society and after the payment of all debts and liabilities, the remaining property of the Society, including any accumulated profits shall be distributed or disposed of to recognized charitable organizations in Canada, the objects of which are beneficial to the community.