

## CONSTITUTION

- A. The **name** of the Society is the  
"ELPHINSTONE COMMUNITY ASSOCIATION"
- B. The **purpose** of the Elphinstone Community Association is to serve the citizens of Elphinstone by:
- (a) **working** towards the **Society's vision for Elphinstone** through important links with the Official Community Plan, the SCRCD and other relevant organizations and agencies.
  - (b) **cooperating with neighbouring organizations** on shared issues that are beyond the boundaries of Elphinstone
  - (c) **bringing the community together through enjoyable social activities**
  - (d) **promoting projects that will serve the community**
  - (e) **hosting community meetings focused on addressing issues of concern** to Elphinstone citizens
  - (f) **attracting** Elphinstone's citizens to participate in the Society's activities and projects through inclusiveness, respect for members and visitors and transparency of positive decision-making and a forward-looking vision.
- C. The operations of the Society are to be carried on in the area of the Sunshine Coast Regional District which has been defined as "Area E (Elphinstone)" SEE Appendix A
- D. The Elphinstone Community Association is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.

## BYLAWS

Of the Elphinstone Community Association (The "Society")

### PART 1 – DEFINITIONS

In These Bylaws:

- 1.1 "Act" means the Societies Act of British Columbia as amended from time to time;
- 1.2 "Board" means the directors of the Society
- 1.3 "Board/Executive" means those directors of the Society who have been elected by the members of the Board to the Executive positions: President, Vice-President, Secretary and Treasurer
- 1.4 "Bylaws" means these Bylaws as altered from time to time;
- 1.5 "the Society" means The Elphinstone Community Association.
- 1.6 "Area E (Elphinstone)" means the area of that name as defined by the Sunshine Coast Regional District; SEE Appendix A
- 1.7 The definitions in the Act apply to these Bylaws.
- 1.8 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

### PART 2 – MEMBERS

- 2.1 Application For Membership: Any property owner or resident of Area E (Elphinstone) may become a member by accepting the aims and objects of the Society as defined in the Constitution and Bylaws, and has paid the membership dues and who is accepted by the Board.
- 2.2 The amount of the annual membership dues must be set at the Society's AGM.
- 2.3 A member is not in good standing if the member fails to pay the member's annual membership dues and the member is not in good standing for so long as those dues remain unpaid.
- 2.4 A member who is not in good standing

2.4.1 may not vote at a general meeting

2.4.2 may not stand for or hold office in the Society

2.5 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

2.6 A member may withdraw at any time by notifying the Secretary, in writing, or may be expelled by a majority vote at a Special Meeting called for such purpose.

### **PART 3 –MEETINGS**

3.1 A General Meeting will be held at the time and place the Board determines.

3.2 General Meetings shall use the Simplified Roberts Rules of Order; SEE Appendix B

3.3 The order of business at a General Meeting is as follows:

3.3.1 elect an individual to chair the meeting, if necessary;

3.3.2 determine that there is a quorum;

3.3.3 approve the agenda;

3.3.4 approve the minutes from the last general meeting;

3.3.5 deal with unfinished business from the last general meeting;

3.3.6 deal with new business, including any matters about which notice has been given to the members in the notice of meeting;

3.3.7 adjourn the meeting.

3.4 A Special General Meeting will follow the same order of business as a General Meeting except it must only deal with the business described in the notice of meeting; A notice of a Special General Meeting must state the nature of any business to be discussed and voted on at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

3.5 An Annual General Meeting will follow the same order of business as a General Meeting and must also:

3.5.1 receive the Treasurer's report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,

3.5.2 receive any other directors' reports on activities and decisions since the previous annual general meeting,

3.5.3 elect directors-at-large, and

3.5.4 appoint an auditor, if any;

3.6 Not less than fourteen days' notice shall be given by the Secretary for all Annual General and Special meetings.

3.7 At any General, Special General, or Annual General Meeting voting must be by a show of hands, except that if, before such a vote, two (2) or more members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

3.8 A matter to be decided at a General Meeting must be decided by a simple majority unless the matter is required by the Act or these Bylaws to be decided by having a higher voting threshold than the threshold for an ordinary resolution.

3.9 Voting by proxy is not permitted.

3.10 If the President, Vice-President or other member of the Board is not available as the chair of a General Meeting within 15 minutes from the time set for holding the meeting, the members who are present must elect an individual present at the meeting to preside as the chair.

3.11 The quorum for the transaction of business at a General, Special General or Annual General meeting is five (5) members.

3.12 If, within 30 minutes from the time set for holding a General Meeting, a quorum of members is not present, the meeting is terminated.

#### **PART 4 – BOARD OF DIRECTORS**

4.1 The Society must have no fewer than three (3) and no more than eleven (11) directors.

4.2 At each Annual General Meeting, the members must elect all members of the Board as Directors-at-Large.

4.3 The Directors-at-Large shall elect the members of the Executive from amongst themselves.

4.4 The Board may, at any time, appoint a member as a director to fill a vacancy on the Board

4.5 A director appointed by the Board ceases to be a director at the next AGM.

#### **PART 5 – BOARD OF DIRECTORS' MEETINGS (Meetings of the Board)**

5.1 A directors' meeting may be called by the President or by any three (3) other directors.

5.2 At least two (2) days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

5.4 The directors may regulate their meetings and proceedings as they think fit.

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

#### **PART 6 – BOARD OF DIRECTORS' POSITIONS**

6.1 Directors are elected by the other members of the Board to the following Board/Executive positions:

6.1.1 President;

6.1.2 Vice-president;

6.1.3 Secretary;

6.1.4 Treasurer.

6.2 With the exception of the President, any of the Directors may hold more than one Executive position

6.3 Role Of President

6.3.1 The President is the chair of the Board and is responsible for providing leadership to the Society and the Board and supervising the other directors in the execution of their duties.

6.3.2 The President is the Spokesperson for the Society; She/he can delegate this responsibility to another Board member

6.3.3 Organizes and leads meetings. Sets the agenda and how much time is devoted to each item on the agenda.

6.3.4 Remains neutral so members feel comfortable expressing opposing views and encourages frank discussion.

6.3.5 Knows the organization's bylaws and the Simplified Roberts Rules of Order.

6.3.6 Chosen by the other members of the Board.

6.3.7 Acts as ex-officio member of all committees.

6.3.8 Casts a vote in the selection of the other Executive positions.

#### 6.4 Role of Vice-President

6.4.1 The Vice-President is the vice-chair of the Board and is responsible for carrying out the duties of the President if the President is unable to act.

6.4.2 Casts a vote in the selection of the Chair and the other Executive positions.

6.5 Role Of Secretary: The secretary is responsible for making the necessary arrangements for the following:

6.5.1 issuing notices of general meetings and directors' meetings;

6.5.2 taking minutes of general meetings and directors' meetings;

6.5.3 keeping the records of the Society in accordance with the Act;

6.5.4 conducting the correspondence of the Board;

6.5.5 Tracks regulatory compliance by the organization.

6.5.6 Tracks compliance with the organization's By-Laws.

6.5.7 filing the annual report of the Society and making any other filings with the registrar under the Act.

6.5.8 Casts a vote in the selection of the Chair and the other Executive positions.

In the absence of the secretary from a meeting, the Board must appoint another individual to act as Secretary for that meeting.

6.6 Role Of Treasurer: The treasurer is responsible for doing, or making the necessary arrangements for the following:

6.6.1 receiving and banking monies collected from the members or other sources;

6.6.2 keeping accounting records in respect of the Society's financial transactions;

6.6.3 preparing the Society's financial statements;

6.6.4 making the Society's filings respecting taxes if any.

#### 6.7 Role of a Director at Large

6.7.1 Has a trusted duty to see that the organization achieves its goals in a responsible and ethical manner.

6.7.2 Presents facts and opinions, based on professional and personal experience, on matters brought before the Board.

6.7.3 Casts a vote in the selection of the Chair and the other Executive positions.

### **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

7.1 Remuneration Of Directors: These Bylaws do not permit the Society to pay a director for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

7.2 Signing Authority: A contract or other record to be signed by the Society must be signed on behalf of the Society:

7.2.1 by the president, together with the Treasurer,

7.2.2 if the president is unavailable to provide a signature, by the vice-president together with the Treasurer,

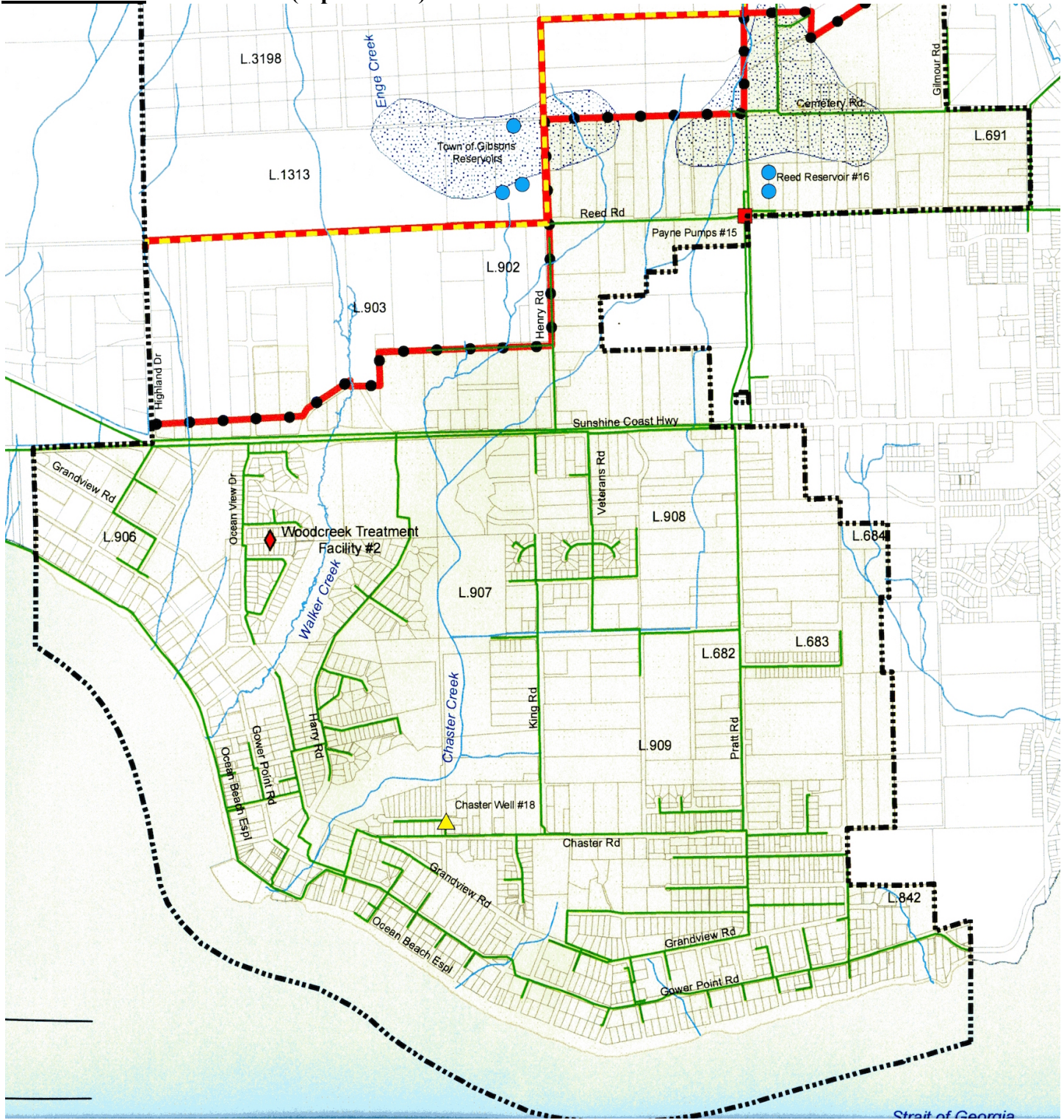
7.2.3 if the president and vice-president are both unavailable to provide signatures, by the Treasurer and another director, who has been authorized by the Board as a signing authority.

**PART 8 VOTE REQUIRED TO AMEND THESE BYLAWS**

The vote required to amend these Bylaws is 2/3 of the attending members.

**APPENDIX A**

**Area E (Elphinstone)**



Elphinstone boundary - black dotted line

## Simplified Roberts Rules of Order

### • Main ideas:

- Everyone has the right to speak once if they wish, before anyone may speak a second time.
- Everyone has the right to know what is going on at all times.
- Only urgent matters may interrupt a speaker.
- The [members] discuss only one thing at a time.

### • How to do things:

1. **You want to bring up a new idea before the group.**

After recognition by the President/Chair, present your motion. A second is required for the motion to go to the floor for debate, or consideration.

2. **You want a motion just introduced by another person to be killed.**

Without recognition from the President/Chair simply state "I object to consideration." This must be done before any debate. This motion requires no second, is not debatable and requires a 2/3 vote.

3. **You want to change some of the wording in a motion under debate.** After recognition by the President/Chair, move to amend by

1. adding words,
2. striking words or
3. striking and inserting words.

*You can also do this by simply getting the agreement of the mover and seconder to the change.*

**You like the idea of a motion under debate, but you need to reword it beyond simple word changes.**

Move to substitute your motion for the original motion. If it is seconded, debate will continue on both motions and eventually the body will vote on which motion they prefer.

**You want more study and/or investigation given to the idea under debate.** Move to refer to the Board or a committee. Try to be specific as to what you want the Board / committee to do.

**You want more time personally to study the proposal under debate.** Move to postpone to a definite time or date.

**You are tired of the current debate.**

Move to limit debate to a set period of time or to a set number of speakers. Requires a 2/3 vote.

**You have heard enough debate.**

Move to close the debate. Requires a 2/3 vote. This cuts off debate and brings the assembly to a vote on the motion.

**You want to postpone a motion until some later time.**

Move to table the motion. The motion may be taken from the table after 1 item of business has been conducted. If the motion is not taken from the table by the end of the next meeting, it is dead. To kill a motion at the time it is tabled requires a 2/3 vote. A majority is required to table a motion without killing it.

**You want to take a short break.** Move to recess for a set period of time.

**You want to end the meeting.** Move to adjourn.

**You are unsure that the President/Chair has announced the results of a vote correctly.** Without being recognized, call for a "division of the house." At this point a **standing** vote will be taken.

**You are confused about a procedure being used and want clarification.**

Without recognition, call for "Point of Information." The President/Chair will ask you to state your question and will attempt to clarify the situation.

**You have changed your mind about something that was voted on earlier in the meeting for which you were on the winning side.**

Move to reconsider. If the majority agrees, the motion comes back on the floor as though the vote had not occurred.

**You want to change an action voted on at an earlier meeting.**

Move to rescind. If previous written notice is given, a simple majority is required. If no notice is given, as 2/3 vote is required.

**• You may INTERRUPT a speaker for these reasons ONLY:**

- to get information about business or rules - **point of information**
- if you can't hear, safety reasons, comfort, etc. - **question of privilege**
- if you see a breach of the rules - **point of order**
- if you disagree with the President/Chair's ruling - **appeal**

**• You may influence WHAT the [members] discuss:**

- if you would like to discuss something - **motion**
- if you would like to change a motion under discussion - **amend**

**• You may influence HOW and WHEN the [members] discuss a motion:**

- o if you want to limit debate on something - **limit debate**
- o if you want a committee to evaluate the topic and report back - **commit**
- o if you want to discuss the topic at another time - **postpone or lay it on the table**
- o if you think people are ready to vote - **previous question**

## Parliamentary Procedure Motions Chart

Adjourn	<b>S</b>		<b>M</b>	
Recess	<b>S</b>	<b>A</b>		
Table	<b>S</b>		<b>M</b>	
Close Debate	<b>S</b>		<b>2/3R</b>	
Postpone To Later Time	<b>S</b>	<b>D</b>	<b>A</b>	<b>M</b>
Refer To Committee	<b>S</b>	<b>D</b>	<b>A</b>	<b>M</b>
Amend Amendment	<b>S</b>	<b>D</b>	<b>M</b>	<b>R</b>
Postpone Indefinitely	<b>S</b>	<b>D</b>	<b>A</b>	<b>M</b>
Main Motion	<b>S</b>	<b>D</b>	<b>A</b>	<b>M</b>

**S** = Must Be Seconded **D** = Debatable **A** = Amendable **M** = Requires a Simple Majority Vote **2/3** = Requires a 2/3 Vote **R** = May Be Reconsidered or Rescinded

*(Adapted from Case Western Reserve Graduate Student Senate) [http://www.cwru.edu/orgs/gradsenate/rules/handbook.html]*