

Constitution and Bylaws of the Okanagan Mission Residents Association

Article 1

The name of the Association is

“OKANAGAN MISSION RESIDENTS ASSOCIATION”

Article 2

The purpose of the Association is the:

- a) To promote the interests of the residents within the boundaries of the Association including the quality of life of the community members and the quality of the environment.
- b) To proactively facilitate dialogue and interact with the City of Kelowna and other levels of government, on all matters affecting the present and future quality of life of Okanagan Mission residents including, but not limited to, land use planning, transportation, parks, pedestrian systems, transit, and our air and water quality. The Association will endeavor to ensure the concerns of Okanagan Mission residents are considered in the City’s decision-making process, and will strive to ensure that due process is followed on all City matters affecting the residents of the Okanagan Mission area.
- c) To organize and promote functions and activities for its Members and other residents of the area within the boundaries of the Association.
- d) To raise money required by the Association to meet its purpose, to do so through Membership fees, and assessments, receiving donations and gifts, governmental and private grants, fund raising projects and lotteries.
- e) To lease, manage, maintain and improve buildings to meet the purposes of the Association.

Article 3

The boundaries of the Association are as follows:

- a) The Western boundary shall be Okanagan Lake.
- b) The Northern boundary shall be the North bank of Mission Creek.
- c) The Eastern boundary shall;
 - follow Casorso Road south from Casorso Bridge
 - turn right onto DeHart Road
 - turn left onto Crawford Road
 - turn right onto Stewart Road W.
 - follow a line from the end of Stewart Road W. east to the City Limit
 - and south to Okanagan Mountain Park.

- d) The Southern boundary shall be Okanagan Mountain Park
- e) The boundaries may only be changed by a majority vote on a Special Resolution at a General meeting of the Association.
- f) This clause is alterable.

Article 4

Winding-Up or Dissolution of the Association

- a) In the event of winding-up or dissolution of the Association all monies, assets and properties, remaining after all debts are paid, shall be paid out or transferred to an organization(s) recognized as charitable under the Societies Act of British Columbia at no cost to the recipient. This provision shall be unalterable.

BYLAWS

INTERPRETATION

1. In these bylaws, unless the context otherwise requires:
 - a) “Directors” means Directors of the Association for the time being.
 - b) “Officers” means the current President, Vice-President, Secretary and Treasurer.
 - c) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments thereto.
 - d) “Registered address” of a Member means the Members address as recorded in the register of Members and includes the Members e-mail address.
 - e) “Board” means the Board of Directors.
2. The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
3. Words importing the singular include the plural and vice versa and words importing a male person include a female person and a corporation.

BYLAW 1

MEMBERSHIP

There shall be one class of active Membership and one class of an associate Membership.

- a) Active members (the “Members”) are those persons whose applications for membership have been accepted by the Board of the Association.
- b) Active membership shall only be open to persons over the age of eighteen years who own or rent residential or commercial property within the boundaries of the Association.
- c) Members must be in good standing in the Association.
- d) All Members are in good standing except a Member who has failed to pay his current annual Membership fee within sixty (60) days of it being due or has failed to pay any other debt due and

owing by him to the Association within 60 days of repayment being demanded. The Member is not in good standing so long as the fee or debt remains unpaid.

- e) Every Member shall uphold the Constitution and comply with these Bylaws.

BYLAW 2 **ASSOCIATE MEMBERSHIP**

Associate Members shall be those Members approved by the Board. Associate Members will not be entitled to vote.

BYLAW 3 **MEMBERSHIP CEASES**

A Member shall cease to be a Member of the Association:

- a) By moving outside the boundaries of the Association and no longer owning or renting property therein.
- b) By delivering his resignation in writing to the secretary, or by mailing or delivering it to the address of the Association,
- c) On death;
- d) On being expelled;
- e) On not being a Member in good standing for a period of sixty (60) consecutive days;

A Member may be expelled:

- a) by a Special Resolution of the Members passed at a general meeting.
- b) the notice of Special Resolution for expulsion must be accompanied by a brief statement of the reason for the proposed expulsion.
- c) the person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the Special Resolution is put to a vote;

BY-LAW 4 **MEETING OF MEMBERS**

- a) General meetings of the Association will be held, in accordance with the Society Act, at the time and place that the Board decides.
- b) Every general meeting, other than the Annual General Meeting is an extraordinary general meeting.
- c) The Annual General Meeting of the Association shall be held within the thirty (30) days following the end of the fiscal year of the Association at a time, date and place designated by the Board.
- d) The board may, when it thinks fit, convene an extraordinary general meeting of the Association.
- e) If the Board receives signed request from ten (10) percent of the total general Membership it must convene an extraordinary general meeting within thirty (30) days of receipt of the request.

- f) Notice of an Annual General Meeting or extraordinary general meeting shall specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.
- g) 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 shall not invalidate proceedings at the meeting.
- h) The first Annual General Meeting of the Association shall be held not more than fifteen (15) months after the date of incorporation and after that an Annual General Meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the last Annual General Meeting.
- i) A quorum for an Annual General Meetings of the Association or extraordinary general meetings shall be **never less than twenty Members**.

BY-LAW 5

VOTING

- a) Voting at general meetings shall be by a show of hands, except when ten (10) per cent of the Members present request that a ballot vote be taken or Officers of the Association are being elected, in which case a ballot vote will be taken. If the positions for the Officers of the Association are filled by acclamation there does not need to be a ballot vote.
- b) Voting by proxy is not permitted.

BYLAW 6

ASSOCIATION FEES

- a) Association membership fees for the following year shall be established at the Annual General Meeting of the Association upon advice of the Board.
- b) Fees can only be raised or reduced at an Annual General Meeting.
- c) Annual membership fees will be due and payable at each Annual General Meeting or within 60 days thereafter.

BYLAW 7

BOARD OF DIRECTORS and OFFICERS

- a) The affairs of the Association shall be managed by a Board of up to 15 Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Association.
- b) The regular day-to-day affairs of the Association shall be conducted by a Board made up of the following Officers – the President, Vice-President, Secretary, Treasurer, plus the immediate Past President and up to ten (10) additional Directors elected at large, all of whom must be Members in good standing in the Association. If the immediate Past President is not a Director, he shall not carry a vote on the Board.
- c) For the purpose of conducting the business of the Association, a quorum of not less than 4 directors must be present. Directors may attend by telephone conference call.
- d) The President, Vice-President, Secretary, and Treasurer upon incorporation or as may be determined by the Members at an Annual General Meeting, shall be the Officers of the Association

- e) Unless the Members present at the Annual General Meeting require the Officers to be elected by the Members, the Officers may be elected by the Directors from among the Directors at the first meeting of the Directors following the Incorporation or Annual General Meeting, and in the manner approved by the Directors.
- f) Directors and Officers if the Members so decide, shall be elected at the Annual General Meeting and shall hold office for one year.
- g) The Directors and Officers shall retire from office at each Annual General Meeting when their successors shall be elected. To be eligible to be a Director, a Member must be an active Member of the Association and in good standing.
- h) Unless the Officers of the Association are elected at the Annual General Meeting, the Officers who retired from office at an Annual General Meeting and are re-elected as Directors will continue in their Officer capacity until the next meeting of the Board following the Annual General Meeting at which time the new Officers will be elected by the new Directors.
- i) If the maximum number of Officers or Directors are not elected at the Annual General Meeting, or an Officer or Director resigns or otherwise ceases to be an Officer or Director between Annual General Meetings, the Board may appoint as many Directors as it sees fit, or appoint a replacement Director from the active Membership of the Association, so long as the number of Directors does not exceed the maximum of 15.
- j) Directors who are appointed pursuant to the above paragraph g) will be deemed to have been appointed at the Annual General Meeting immediately preceding their appointments and their term of service as Directors will be deemed to have commenced at that Annual General Meeting.
- k) Directors may be elected for consecutive terms but service as a Director shall not exceed five consecutive years.
- l) Directors who have been out of office for one year or more may once again stand for office at an Annual General Meeting.
- m) The number of Members elected or appointed to the Board who do not reside within the boundaries of the Association will be limited to two.
- n) If the President is unable to complete his term of office, he shall be replaced automatically by the Vice-President, and the office of Vice-President shall remain vacant until the next Annual General Meeting of the Association.
- o) No Member of the Board may accept remuneration for his services as a Director of the Association, except in accordance with the Society Act, but any Member of the Board or of the Association may be recompensed for approved out-of-pocket expenses incurred while performing his duties or tasks for the Association, which could include traveling expenses.
- p) Meeting of the Board shall normally be held once each calendar month on a regular basis at a time and place set by the Board.
- q) The Board shall have and may exercise all the powers the Association may exercise, as fully and

as completely as the Association can in a General Meeting of the Association unless limited by the Society Act. The powers of the Association and the Board are determined by the Society Act.

- r) If a Member of the Board ceases to be a Member of the Association he shall cease to be a Member of the Board.
- s) The Board may by Special Resolution passed by 2/3 of the Directors, remove a Director before the expiration of his term of office.
- t) The Board shall assure that none of its Members act at any meeting of the Association or a committee thereof, when a personal conflict of interest exists on any matter under discussion and any such Member who has a conflict of interest shall remove himself from the meeting when the matter is before the Members and he shall not vote on the matter.
- u) Signing officers of the Association shall be appointed by the Board: deeds, transfers, licenses, contracts and engagements on behalf of the Association shall be signed by the Signing Officers.
- v) A safety deposit box in the name of the Association may be rented at the financial institution where the Association does its banking if the Board decides it is required.

BYLAW 8

COMMITTEES

- a) Committees may be formed by the Board as required to perform special functions and shall be chaired by a Director of the Association or Board appointed Chairman.

BYLAW 9

DUTIES OF OFFICERS

- a) The President shall:
 - chair all meetings of the Association and meetings of the Board. He shall be the Chief Executive Officer of the Association and shall supervise all other Board Members in the execution of their duties.
- b) The Vice-President shall:
 - carry out the duties of the President when the President is unable to be present or is otherwise unable to carry out his duties. In addition, the Vice-President shall carry out special duties as assigned by the President.
- c) The Secretary shall:
 - 1) keep minutes of all Board and general meetings of the Association.
 - 2) conduct the correspondence of the Association.

- 3) issue all notices of meetings of the Association and the Board.
- 4) have custody of all records and documents of the Association except those required to be kept by the Treasurer.
- 5) have custody of the Seal of the Association
- 6) have custody of the key to the safety deposit box.

If the Secretary is absent from a meeting, the Board shall appoint another person to act as Secretary at the meeting.

d) The Treasurer shall:

- 1) keep the financial records, including books of account, necessary to comply with the Society Act of British Columbia.
- 2) issue receipts for cash received by the Association.
- 3) render financial statements to the President, the Board, and the Association when required.
- 4) render Annual financial statements and reports to the President and the Board at least one week prior to the Annual General Meeting of the Association.
- 5) Open an account at a financial institution as directed by the Annual General Meeting on the advice of the Board.

BYLAW 10 **BORROWING POWERS AND AUDIT**

- a) For the purpose of carrying out the objects of the Association, the Board may borrow or raise or secure the payment of money in such manners as approved by a majority of the Membership at such regular or special or general meetings where the matter may be raised. However, debentures shall not be issued without the sanction of a special resolution.
- b) The Board may from time to time appoint an auditor(s) to hold office for such time period as the Board may determine.
- c) The Members of the Association may, by a special resolution, restrict the borrowing powers of the Board, but a restriction imposed expires at the next Annual General Meeting.

BYLAW 11 **AMENDMENTS, ADDITIONS AND/OR DELETIONS TO CONSTITUTION & BY-LAWS**

- a) The Constitution and its By-Laws may only be revised at an Annual General Meeting of the Association or at a Special meeting of the Association called for that purpose.
- b) The Membership must receive notice of the proposed changes, the reasons for the change and the date, time and place for the meeting.

BYLAW 12 **INSPECTION OF BOOKS AND RECORDS**

- a) The books and records of the Association may be inspected by Members at any General Meeting of the Association.

BYLAW 13 **NOTICE TO MEMBERS**

- a) A notice may be given to a Member either personally, by telephone or by regular mail or e-mail at the Members address or e-mail address as it appears on the record of the Association.
- b) A notice sent by mail is deemed to have been given on the second day following the day on which to notice is sent by mail or on the same day the notice is sent by e-mail. In proving notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canada Post letter box or if by e-mail, to show that the e-mail was properly addressed and sent.
- c) Notice of a General meeting must be given to
 - (i) every Member shown on the register of Members on the day the notice is given; and
 - (ii) the auditor if an auditor has been appointed.
- d) No other person is entitled to receive a notice of a general meeting.

BYLAW 14 **RULES OF ORDER**

The latest revision of Robert's Rules of Order shall govern all proceedings at Association meetings.

End

Revised May - 2013