

CAREY AREA RESIDENTS ASSOCIATION

CONSTITUTION

Name:

1. The name of the society is Carey Area Residents Association (CARA).

Purpose:

2. The primary purpose of the Association is to further the collective interests of the residents of the neighbourhood areas known as Strawberry Vale, Marigold and Glanford which is generally defined as the portion of the District of Saanich's Carey Local Area Plan. The Association's secondary purposes are:
 - (a) To foster community engagement;
 - (b) To advocate for the provision, maintenance, restoration, and preservation of community amenities;
 - (c) To advocate for improved land use and development standards in a manner that enhances the physical, social, ecological, and economic aspects of the neighbourhoods within the Association's areas;
 - (d) To provide recommendations from and express the views of the Association.

BYLAWS

Part 1 - Definitions and Interpretation

1.1 In this Bylaw, unless the context otherwise requires:

- (a) "Act" means the Societies Act of British Columbia and all regulations passed under the Act, as may be amended from time to time.
- (b) "Association" means the Carey Area Residents Association.
- (c) "Board" and "Board of Directors" means all elected directors of the Association, which consists of up to five (5) Executive members and up to seven (7) Directors-at-Large.
- (d) "Director" means the elected directors of the Association, including the Executive and Directors-at-Large.
- (e) "Executive" means the President, Vice-President, Secretary, Treasurer and Communications Officer.
- (f) "Special Resolution" means a resolution passed at a Meeting by a majority of not less than 2/3rds of the votes cast at such meeting.

1.2 In case of conflict between this Bylaw and the Act, the Act prevails.

Part 2 - Membership

2.1 Membership is open to:

- (a) any person 16 years of age or older residing or owning property within the Association's areas,
- (b) any business owner/operator or commercial tenant conducting business, or licensed to conduct business, within the Association's areas; and
- (c) any person residing outside of the Association's areas, as a non-voting member.

2.2 A person qualified for membership under clause 2.1, may apply to the Association and upon approval and payment of the annual membership fee, if any, becomes a member.

2.3 (a) For Association activities, members will comply with the Constitution and Bylaws of the Association, as amended from time to time, and with any regulations and rulings made by the Executive and/or the Board.

- (b) Members of the Association will promptly report to the Secretary any changes of contact information.

2.4. The amount of the annual membership fee, if any, will be as determined by the Board.

2.5 Members are in good standing until membership ceases pursuant to clause 2.6.

2.6 A person will cease to be a member of the Association when:

- (a) they are no longer a resident, property owner, business owner or operator within the Association's areas, unless such member has been approved as a non-resident member;
- (b) they advise the Board of their resignation;
- (c) their membership expires; or
- (d) their membership is revoked pursuant to clause 2.7.

2.7 (a) A membership may be revoked by the Board for non-compliance with any of the terms of the Constitution, Bylaws, regulations or rulings of the Executive or Board.

- (b) The decision of the Board to revoke a membership may be appealed at the next Annual General Meeting and the decision may be overturned only by a Special Resolution of the members present at the Meeting.

Part 3 - Meetings

3.1 (a) The Annual General Meeting will be held at a time scheduled by the Board in compliance with the Act.

- (b) Board meetings will be held at least once per quarter at the call of the President or by a majority of the Board.

- (c) Meetings, or any part of a meeting, may be held in person or electronically.

3.2 (a) Special Meetings of the Association, Board or Executive may be called at the discretion of the President or by a majority of the Executive.

- (b) A Special Meeting will be held when a meeting is requested by at least ten percent (10%) of the members who have been in good standing for a period of at least one year immediately preceding the request.
- (c) Only the business explicitly set out in the notice may be dealt with at that Special Meeting.

3.3 Notice of Meetings:

- (a) Notice of an Annual General Meeting or a Special Meeting will be sent electronically a minimum of fourteen (14) days prior to the meeting date and will be posted to the Association's website and may also be published in the local newspaper, or such other notification as may be required by the Act.
- (b) The accidental or inadvertent omission to give notice of a General/Special/Board meeting to, or non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- (c) At least two (2) days notice of a Board or Executive meeting will be given unless the entire Board or Executive unanimously agrees to a shorter notice period.

3.4 Quorum:

- (a) A quorum at the Annual General Meeting or Special Meetings of the Association will consist of not less than ten percent (10%) of voting members in good standing, including members of the Board.
- (b) A quorum at a Board Meeting will consist of at least fifty percent plus one (50% +1) member of the Board in good standing which will include the President or Vice President together with the Secretary or Treasurer or Communications Officer.
- (c) A quorum at an Executive Meeting will consist of at least three (3) members which will include the President or Vice President.
- (d) If a quorum is not present within fifteen (15) minutes from the start of the Annual General Meeting, the members present will constitute a quorum, providing that there are no less than three (3) persons present during the meeting.
- (e) If at any time during the Annual General Meeting there ceases to be a quorum of voting members present, the remaining members present will constitute a quorum providing that there are no less than three (3) persons present.

3.5 A General (including Annual General) Meeting will be adjourned after two (2) hours has elapsed. The Membership may vote by a simple majority to extend the length of the meeting for fifteen (15) minute periods.

3.6 (a) At an Annual General Meeting and Special meeting, in case of any dispute, the Chair will refer to the most recent version of *Robert's Rules of Order* to resolve the issue, and the Chair's decision on the matter is final.

(b) At any other meeting, at the discretion of the Chair, *Robert's Rules of Order* will be used as a guide to resolve an issue, and the Chair's decision on the matter is final.

3.7 Electronic meetings and voting using video conferencing or teleconferencing may be conducted, at the call of the President or Chair of the meeting.

3.8 Voting:

- (a) Members in good standing for at least 90 days prior to the meeting will have full rights and privileges of membership, including participation in the discussion at Association's meetings, one vote per member on all motions to come before the Association, and eligibility to nominate or be nominated for election as a Board member.
- (b) Voting by proxy is not permitted.
- (c) All votes at General Meetings will be by "simple-majority" (50% + 1 vote) of members present except as otherwise stated in this Bylaw or required by the Act. In the case of a tie vote, the motion is defeated.
- (d) Voting will be by display of hands for members attending the meeting in person, and for members attending electronically by stating "Yes" or "No."
- (e) Non-resident members are not eligible to vote or to be nominated for election as a member of the Board.
- (f) A business member will only have one vote in relation to that business.

Part 4 – Executive and Board of Directors

4.1 Composition:

- (a) The Board will have up to twelve (12) elected members to fill the following positions:
 - (i) five (5) Executive positions: President, Vice President, Secretary, Treasurer, and Communications Officer; and
 - (ii) up to seven (7) Directors-at-Large.
- (b) Members of the Board will be responsible to the membership of the Association and will maintain their membership in good standing.
- (c) The Immediate Past-President is an ex-officio Director of the Board, as a non-voting member, but is a voting member at the Annual or Special Meeting, provided their membership is in good standing.
- (d) The term for Executive members will be three (3) years, with no more than half of the positions eligible for election at the same time, with the President and Vice President terms and the Secretary and Communications Officer terms being staggered in alternate years.
- (e) The term for Directors-at-Large will be two (2) years, with no more than half of the positions eligible for election at the same time.
- (f) In order to ensure staggered terms for Board positions terms of appointment will be adjusted, as necessary.

4.2 Elections:

- (a) The Executive will call for nominations from the membership for the Board, or the call for nominations will be conducted by the Nominating Committee if such a committee has been established.
- (b) Any member in good standing, other than non-resident members, may be nominated for the Board by at least two (2) members in good standing. The nomination, together with a

brief biography and references, shall be submitted to the Executive at least thirty (30) days prior to the Annual General Meeting.

- (c) The Executive or Nominating Committee, if such a committee has been established, will put forward a slate of candidates for the Board positions that are eligible for election at the Annual General Meeting.
- (d) The election of the Board will take place at the Annual General Meeting and be effective until the next Annual General Meeting, in accordance with the terms for that position as set out in clause 4.1(d) or (e) as applicable.
- (e) Elections will be held for each position individually and will be completed in the following order: President, Vice President, Secretary, Treasurer, Communications Officer and up to seven (7) Directors-at-Large; however, in the case of an acclamation, the election for all positions may be completed in one motion to accept the nominations.
- (f) Unless positions will be filled by acclamation, each nominee will have the opportunity for a brief presentation to the members at the Annual General Meeting prior to the election taking place.
- (g) The incumbent President or Chair of the meeting will act as Overseer of the election or any part of it or may delegate part of the election an alternate member of the Executive.
- (h) Temporary Board vacancies may be filled by appointment by the President with the approval of the majority of the Board until the next Annual General Meeting.
- (i) Executive members in good standing will maintain their current position until a replacement is appointed or elected.

4.3 Duties:

- (a) The President has the following duties:
 - preside as Chair at all meetings and is an ex-officio member of all committees;
 - act as co-signer and approver for banking transactions, expenditures, and financial transactions when the Treasurer is unavailable for any reason;
 - act as the official representative of and spokesperson for the Association with Saanich and all external organizations;
 - may appoint other Board members to represent the Association for specific issues;
 - may assign duties as appropriate to advance the activities and objectives of the Association;
 - oversee the Directors in the execution of their duties;
 - mentor the Vice President to assume the role of President in their absence or as successor to the President role.
- (b) The Vice President has the following duties:
 - assist the President in the performance of their duties;
 - assume the duties of the President in the absence of the President or in the event the Present is unable to perform their duties temporarily or permanently for any reason;
 - may act as co-signer for banking transactions when the President is not available.
- (c) The Secretary has the following duties:
 - issue notices and keep minutes of all meetings of the Association and Board;
 - maintain custody of all records and documents of the Association except financial records required to be kept by the Treasurer;

- file the annual report of the Association and make any other filings required by Saanich or by the Act, other than financial filings;
- may act as co-signer for banking transactions;
- maintain a current list of the members together with up-to-date and complete contact information for providing notices;
- maintain a list of eligible voters for meetings;
- issue membership cards if requested by the Executive;
- coordinate advertising for meetings as required.

(d) The Treasurer has the following duties:

- act as the primary signing authority and approve all expenditures;
- receive and bank monies collected for or managed by the Association;
- maintain accurate and current financial records including books of account, in compliance with the Act;
- apply for annual grants from Saanich and any other grant opportunities as may be directed by the Board from time to time;
- prepare and present financial statements, in accordance with general accounting practices and in compliance with the Act, at the Annual General Meeting;
- provide financial statements at the Annual General Meeting and Board meetings as requested or at least quarterly;
- act as Chair of the Finance Committee if such a committee has been established;
- aid the financial review and provide financial advice to the Association.

(e) The Communications Officer has the following duties:

- regularly monitor the Association's general email and add links as may be directed by the President or Executive, including but not limited to, Mayor's reports, surveys, and land use and development applications;
- maintain, update and post notices of meetings on the Association's website and Social Media postings as may be directed by the President or Executive from time to time.

(f) Directors-at-Large have the following duties:

- act in the best interests of the Association;
- attend all Board, General and Special meetings;
- be active in the analysis of issues and formulation of plans and responses regarding Association objectives;
- serve as committee chair and/or members or perform other duties as may be assigned by the Executive;

(g) In the absence of the President, the Vice-President, or in the absence of the Vice-President, another Executive member will preside as Chair of a meeting.

(h) In the absence of the Secretary, one will be appointed to act as Secretary at the meeting.

(i) The Executive will ensure that all required documents and records of the Association are properly prepared and securely maintained and that access is restricted to the Board in accordance with the Act.

4.4 General:

- (a) Other than the President, or Vice-President in the absence of the President, no member or other person will conduct any business or represent themselves publicly as acting or speaking on behalf of the Association unless they have been authorized to do so by the President, or Vice-President in the absence of the President.

- (b) Any Director may be removed from office:
 - (i) by a majority vote of the Executive when they are absent for two (2) consecutive Board meetings without “just cause” or without the prior consent of the Executive; or
 - (ii) by a motion passed by Special Resolution of the members present at a duly constituted meeting of the members of the Association for any reason.
- (c) A member may be expelled by a Special Resolution of the members passed at an Annual General Meeting. A brief statement of the reasons for the proposed expulsion will accompany the notice of Special Resolution and the person who is the subject of the proposed Special Resolution will be given an opportunity to be heard at the Annual General Meeting before the Special Resolution is put to a vote.
- (d) Subject to clauses 6.1 and 6.2, the Executive are empowered to prepare and approve governance documents for the Association.

Part 5 – Financial

- 5.1 An account will be maintained at a financial institution for the safekeeping of Association funds.
- 5.2 There will be no direct remuneration to any member for services rendered to, for, or by the Association except for authorized business expenses, and no Board or Committee member will directly or indirectly receive any profit from or through their position as such.
- 5.3 Any single expenditure over \$2,500 will require approval by the general membership except for the annual premium payable for the Association’s Insurance Policy.
- 5.4 The following three (3) Executive members will have signing authority: President, Vice-President, and Treasurer, except where there is the potential for or appearance of any conflict of interest, in which case the Secretary and/or Communications Officer will be added as signing authority.
- 5.5 All payments will be by cheque or e-transfer, to be signed or duly authorized electronically, by any two (2) of the three (3) authorized signing authorities.
- 5.6 The financial accounts, including a detailed accounting and summary, will be reviewed annually by the Board prior to the Annual General Meeting.
- 5.7 The Association is not authorized to borrow any money.
- 5.8 The Board is authorized to apply for community grants and to conduct fundraising activities and events on behalf of the Association.
- 5.9 Members will complete and submit to the Treasurer an Expenditure Requisition Approval form for any expenditures more than \$50.00.

Part 6 – Amendments to Constitution or Bylaws

- 6.1 The Constitution or Bylaws may be amended by Special Resolution of members present at a duly constituted Annual General or Special Meetings of which notice has been given as provided in clause 3.3.
- 6.2 A copy of the proposed amendments to the Constitution or Bylaws will be included in the Notice of Meeting.

Part 7 – Committees

- 7.1 The Executive may establish a committee at any time, and may make appointments, assign duties as appropriate to advance the objectives of the Association, and may delegate any, but not all, of their duties to committees.
- 7.2 Committees will have at least one Director to act as Chair together with as many members in good standing as the Executive deems appropriate.
- 7.3 Any non-resident or business member may be appointed to committees at the discretion of the Executive.
- 7.4 The President is an ex-officio member of all committees.
- 7.5 Committee members will comply with the Terms of Reference issued for such committee and the Chair of the committee will report to the Executive or Board in accordance with the Terms of Reference.
- 7.6 Terms of Reference and other associated Governance documents will be prepared and approved by the Executive.