

# **SANDY HOOK COMMUNITY ASSOCIATION (SHCA)**

## **BYLAWS**

### **PURPOSES OF THE SHCA**

To promote and maintain acceptable standards with respect to the environment and general welfare of the Sandy Hook community.

To investigate programs and facilities which will enhance the recreational and community life within Sandy Hook.

To seek grants and raise funds for approved projects.

To cooperate with similar organizations, when appropriate, to achieve the objectives of the SHCA.

# BYLAWS

*The definitions in the Societies Act of British Columbia will apply to these Bylaws and in the case of any discrepancy between these Bylaws and the BC Societies Act, the BC Societies Act will prevail.*

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### **1) MEMBERSHIP**

- a) Any person (over the age of 18) residing on a full-time or part-time basis in Sandy Hook (see attached map) may become a Member of the SHCA by submitting a membership form and paying the required dues (as determined by the Directors).
- b) Annual dues are for each calendar year, with no prorate.
- c) Members are to uphold the purposes of the SHCA and comply with these Bylaws.
- d) A registry of Members must be maintained which contains only the Member's name and contact information.
- e) A Member is eligible to vote when membership dues are paid.
- f) Any paid Member is eligible to become a Director.
- g) A Member may withdraw their Membership by giving notice in writing to the SHCA Secretary.
- h) A Member may be expelled by a Special Resolution passed at a General Meeting.

## 2) MEETINGS

### a) General Meeting:

- i) The purpose of a General Meeting is to conduct the business of the SHCA.
- ii) A General Meeting may be called by the Directors or by means of a petition signed by not less than 10% of Members in good standing.
- iii) A General Meeting will be held at a time and place determined by the Board of Directors, and will be chaired by the President or other person designated by the Board.
- iv) Notice of a General Meeting must state the nature of any business, other than ordinary business, to be addressed at the meeting with sufficient detail.
- v) Notice of a General Meeting will be circulated to the membership at least 14 days in advance, will be posted on the bulletin boards and by at least one of the following:
  - (1) direct email,
  - (2) newspaper ad, and/or
  - (3) posted on the SHCA website or relevant social media page.
- vi) Notices will include the meeting date, time and location. If utilizing on-line capabilities, instructions to access the meeting must be clearly provided.
- vii) A quorum is deemed 3 Members or 10% of the membership, whichever is greater. If a quorum is not present the meeting is terminated and rescheduled.
- viii) The format of a General Meeting will be as follows:
  - (1) Call to Order
  - (2) Introductions (if necessary)
  - (3) Quorum confirmed
  - (4) Approval of Agenda
  - (5) Additions to the Agenda
  - (6) Approval of previous meeting Minutes
  - (7) Business Arising from the Minutes
  - (8) Treasurers Report
  - (9) Committee Reports, if any
  - (10) New business
  - (11) Other
  - (12) Adjournment
- ix) All financial transactions and other business at a General Meeting must include a motion. Voting shall occur by a show of voting cards distributed at the start of a meeting.
- x) Proxy voting will not be allowed.
- xi) The outcome of each vote must be recorded in the minutes.

xii) Minutes of general meetings must be kept with the Association's records and made available to Members.

xiii) A SHCA Member wishing to submit a proposal must present it in writing and in person to the Board.

b) Annual General Meeting (AGM)

i) The purpose of an AGM is to achieve these goals:

- (1) review past year's performance,
- (2) elect and confirm a Board of Directors, and
- (3) ensure transparency regarding financial matters and organizational governance.

ii) An AGM must be held annually before the end of the calendar year.

iii) Notice of the AGM must be circulated among the Membership 30 (thirty) days prior to the meeting.

iv) Notice of the AGM will be posted on the bulletin boards and at least one of the following:

- (1) direct email,
- (2) newspaper ad, and/or
- (3) posted on the SHCA website or relevant social media page.

v) Notices will include the meeting date, time and location. If utilizing on-line capabilities, instructions to access the meeting must be clearly provided.

vi) The format of the AGM shall be as follows:

- (1) Call to order
- (2) Introductions
- (3) Appointment of the Chair
- (4) Confirmation of Quorum
- (5) Approval of Agenda
- (6) Additions to the Agenda
- (7) President's Report
- (8) Treasurer's Report
- (9) Committee Report(s), where relevant
- (10) Election of Directors of the SHCA
  - (a) Nominating Committee presents candidates
  - (b) Nominations from the floor
  - (c) Votes taken and recorded
  - (d) Adjournment

**3) BOARD OF DIRECTORS**

a) The SHCA recognizes a Board of Directors consisting of a President, Vice-President, Treasurer and Secretary (known as the Executive) along with Directors at Large.

b) Composition of the Board of Directors:

- i) There shall be no fewer than 3 and no more than 11 Directors on the Board.
- ii) A quorum is three Directors, and is required to approve any Resolution or financial transaction of the SHCA.
- c) The term of Office shall be:
  - i) One year.
  - ii) End immediately after the close of the AGM.
- d) The purpose of Board of Directors is to:
  - i) Facilitate the Purposes of the SHCA.
  - ii) Oversee the management of SHCA revenues and expenses.
  - iii) Monitor and evaluate the SHCA's projects.
  - iv) Promote Membership within the SHCA.
  - v) Be cognizant of and adapt to the changing needs of the Sandy Hook community.
- e) Remuneration:
  - i) No Board Member shall receive remuneration but may be reimbursed for approved expenses related to the performance of their duties.
- f) The name and address of each Director shall be maintained and will include the date of election to the Board and date upon leaving the Board.
- g) Directors may serve no more than 3 terms consecutively unless determined by a simple majority of the Board.
- h) The date of the first meeting of the Board of Directors shall be held within two weeks following the AGM.
- i) Election of Executive positions and duties are as follows:
  - i) Executive Directors will be chosen by a majority of the Board from among those Directors elected at an AGM.
  - ii) Any Director, other than the President, may hold more than one role.
  - iii) Executive positions and duties are as follows:
    - (1) The President will:
      - (a) Preside over all meetings of the SHCA.
      - (b) Follow observance of the SHCA's Purposes, Roberts Rules of Order and these Bylaws.
      - (c) Represent the SHCA as its spokesperson in the community.
      - (d) Provide leadership over the affairs and activities of the SHCA.
      - (e) Perform other duties as may be designated by the Board.
      - (f) In the event of a tie, the President will cast the deciding vote.
    - (2) The Vice-President will:
      - (a) Carry out the duties of the President in the President's absence.
      - (b) Organize and execute other leadership functions as may be required and determined by the Board.
    - (3) The Secretary will:
      - (a) Issue notices of the SHCA meetings.

- (b) Record and maintain the minutes of every SHCA meeting and ensure they are posted on the website.
- (c) Conduct correspondence upon direction by the Board.
- (d) Submit the necessary reports required by the Societies Act to keep the SHCS in good standing.
- (e) In the absence of the Secretary the Board may appoint another Board Member to carry out the Secretary's duties.

(4) The Treasurer will:

- (a) Maintain financial records including:
  - (i) the annual budget,
  - (ii) investments,
  - (iii) financial statements, and
  - (iv) records of funds received and disbursed.
- (b) Receive and bank moneys received from Members or other sources.
- (c) Maintain and update the Membership registry.
- (d) Prepare and present the financial statements at SHCA meetings.

(5) The Directors at Large will:

- (a) Support the Executive and assume Committee positions as appointed. Specific roles or duties will be assigned and recorded.
- (b) Attend Board meetings.
- (c) Assist the SHCA and Directors with projects, act on key issues and Committees (if relevant), and support events and fundraising efforts.
- (d) Help enlist and maintain membership and welcome new community Members.
- (e) Assist in SHCA communications, including bulletin boards, newsletters, website and/or social media, etc.

j) Director Motions

- i) A simple majority vote shall carry a motion.
- ii) No proxy voting shall be allowed at a Director's meeting.
- iii) Motions may be proposed and approved without the necessity of an actual meeting providing that all Directors have a copy of the motion and the motion is carried unanimously.
- iv) Emailed motions will not be allowed

k) Director Vacancy:

- i) The Directors may appoint a Member at any time to fill a vacancy on the Board which the new appointee will hold until the next AGM.
- ii) Three consecutive absences from a Directors meeting, without notice, will constitute a resignation.

l) Conflict during a Directors Meeting:

- i) Should a conflict arise, said Director(s) will be permitted to remain providing at least one other Director request they remain.
- m) Removal of Director:
  - i) Removal of a Director may be conducted by a Special Resolution of the Board of Directors and passed by a majority.
  - ii) The Resolution must give notice of the particulars for the removal and be included as an agenda item during a General Meeting.

#### **4) COMMITTEES**

- a) The Board of Directors may appoint from time to time a committee to focus in depth on a specific area. For example, these Committees may include:
  - i) Communications,
  - ii) Membership,
  - iii) Nominations, and
  - iv) Special events.
- b) The Board of Directors will appoint a Committee Chair to conduct the business of the Committee and the Chair will regularly report back to the Board.
- c) The format of these Committee meetings will be structured as the Committee Chair determines to accomplish the objectives of the Committee.
- d) Committees do not have the authority to enter into any agreements or contracts or expend any Association funds without written approval of the Board.

#### **5) SHCA Administration:**

- a) The fiscal year of the SHCA is January 1 - December 31.
- b) The bank of the Association will be approved at the AGM.
- c) A contract or other record to be signed by the SHCA must be signed by the President, along with another Director or, in the absence of the President, by the Vice President and one other Director.

#### **6) AMENDMENT OF BYLAWS**

- a) These bylaws may be amended at a General Meeting by a Special Resolution passed by a majority in attendance at that meeting.

#### **7) DISSOLUTION OF THE ASSOCIATION**

- a) Dissolution of the Association by surrender of its Certificate of Incorporation may be resolved upon a Resolution passed at a General Meeting.

This document was adopted by a Special Resolution on  
\_\_\_\_\_, 20\_\_\_\_ by the Members of the Sandy Hook  
Community Association, as witnessed by the following Directors:

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President

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Vice-President

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Secretary

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Treasurer

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Director at Large