

**Beacon Community Association
(Operating as Beacon Community Services)
By-Laws**

BY-LAW 1

MEMBERSHIP:

- 1.1 Any person 19 and older shall be deemed to be a member in good standing upon registering with, and paying the prescribed fee to, the Secretary or other individual authorized by the Board of Directors to perform this function.
- 1.2 A Lifetime Membership may be granted to an individual on payment of the prescribed fee determined by the Board of Directors.
- 1.3 An Honourary Lifetime Membership may be granted by the Board of Directors. Such members shall be deemed to be members in good standing without payment of fees.
- 1.4 The prescribed membership fees for general and lifetime memberships may be determined by the Board of Directors. A general membership fee shall apply for a year from the date it was purchased. A lifetime membership fee shall be paid once only by the lifetime member and shall apply for the lifetime of that member.
- 1.5 Any individual membership fee may be waived by motion of the Board of Directors.

BY-LAW 2

TERMINATION OF MEMBERSHIP:

An individual shall cease to be a member of the Society:

- 2.1.1 by delivering her/his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society, or
- 2.1.2 on her/his death, or
- 2.1.3 on being expelled, or
- 2.1.4 the expiration of his or her term of membership
- 2.2 All members are in good standing except a member who has failed to pay her/his current annual membership fee, if any, or other subscription or debt due or owing by her/him to the Society.
- 2.3 A member may be expelled by Special Resolution of the members passed at a general meeting.

- 2.4 The notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 2.5 The person who is the subject of the proposed Special 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 3

OBLIGATIONS OF MEMBERS:

- 3.1 Every member shall be bound by and submit to the Constitution and By-Laws of the Society and such rules and policies as shall from time to time be enacted by the Board of Directors of the Society.

BY-LAW 4

MEETINGS OF MEMBERS:

- 4.1 General Meetings of the Society will be held at a time and place as decided by the Directors.
- 4.2 Every general meeting, other than an Annual General Meeting, is an extraordinary meeting.
- 4.3 The Directors may, when they think fit, convene an extraordinary general meeting. On the requisition of ten percent (10%) or more of the members of the Society, the Directors shall convene an extraordinary meeting of the Society in accordance with the provision of the *Societies Act*.
- 4.4 An Annual General Meeting of the Society will be held at least once in every calendar year at a time and location determined by the Board of Directors.
- 4.5 Notice of the Society's Annual General Meeting and other general meetings will be electronically transmitted to each member's last provided email address at least fourteen (14) days before the date of the meeting. Notice shall also be posted on the Society's website for at least twenty-one (21) days preceding the meeting.
- 4.6 Notice of a general meeting shall specify the place, day and hour of meeting, the general nature of business to be conducted, and details of special resolutions proposed, if any.
- 4.7 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 does not invalidate proceeding at that meeting.
- 4.8 A quorum at any meeting of the Society shall be fifteen (15) members in good standing present at the meeting.
- 4.9 If within thirty (30) minutes from the appointed general meeting time a quorum is not present, the meeting shall be adjourned and called again one week hence at the same hour and place. Notwithstanding the intent of By-Law 4.8, those present at the second general meeting shall

constitute a quorum. It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

- 4.10 The Chair of the Board of Directors, the Vice Chair, or in the absence of both, one of the other Directors present, shall preside as chair of the general meeting.
- 4.11 Each member in good standing twenty-one (21) days prior to the Annual General Meeting of the Society is entitled to notice of, and to vote at, the meeting. Each member in good standing fourteen (14) days before an extraordinary general meeting is entitled to notice of and to vote at the extraordinary general meeting.
- 4.12 At all general meetings of the Society, every member in good standing and present at the meeting shall have one (1) vote. However, in the absence of any member in good standing at such meetings, the member may, by proxy in writing, appoint such other member in good standing who is present at the meeting, to vote in her/his stead.
- 4.12.1 No person shall act as a proxy for more than five (5) members in good standing.
- 4.12.2 To be treated as valid, the proxy must be delivered to the Secretary of the Society before or at that time for holding the meeting at which the person named in the proxy proposes to vote.
- 4.12.3 An instrument appointing a proxy shall be in the following form:

I, (full name) of (address), in the Province of British Columbia, do hereby appoint (full name) of (address) in the Province of British Columbia, as my proxy to vote for me and on my behalf at the (Annual/Extraordinary) General Meeting of the Beacon Community Association to be held on the _____ day of _____, _____, and at any adjournment thereof.

Signature

- 4.13 Special Resolutions are required to approve:
- 4.13.1 Amendments to the Constitution or By-Laws; and
- 4.13.2 Expulsion of a member.

BY-LAW 5

BOARD OF DIRECTORS:

- 5.1 The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these By-Laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject nevertheless to:

- 5.1.1 all laws affecting a society;
- 5.1.2 these By-Laws; and
- 5.1.3 rules, regulations and policies not being inconsistent with these By-Laws, which are made from time to time by the Society in general meeting.
- 5.2 The Board of Directors shall be elected from the membership at the Annual General Meeting of the Society and shall be comprised of a maximum of fifteen (15) and a minimum of nine (9) Directors, each elected for a two (2) year term.
- 5.3 No Director shall serve on the Board for more than six (6) consecutive years, after which he or she will be ineligible for re-election or appointment to the Board until at least six (6) consecutive years have elapsed.
- 5.4 No Director shall be employed by Beacon Community Services.
- 5.5 The members of the Society may, by Special Resolution only, remove any Director before the expiration of her/his term of office and may elect any member to fill the vacancy thereby created.
- 5.6 Subject to By-Law 5.5 the Directors may at any time appoint a member as a Director to fill a vacancy in the Board of Directors. A Director so appointed holds office only until the conclusion of the next following Annual General Meeting of the Society, but is eligible for election at that meeting.
- 5.7 The Directors will be elected or appointed in such a way that the Board's overall composition will represent necessary skills sets, background and characteristics as identified by the Nominating Committee.
- 5.8 The Board of Directors shall appoint a Nominating Committee prior to each Annual General Meeting. The Nominating Committee shall make and receive nominations to the Board of Directors and deposit such nominations with the Board Secretary no later than twenty-one (21) days prior to the Annual General Meeting.
- 5.9 Any voting member in good standing and nineteen (19) years of age or older may be nominated to the Board of Directors provided such nomination is made in writing by two (2) members in good standing and carries the nominee's assent to serve on the Board of Directors if elected. Such nominations shall be deposited with the Board Secretary no later than twenty-one (21) days prior to the Annual General Meeting.
- 5.10 The Board of Directors shall meet as it deems necessary and at such time and place, or using such communication mediums, as the Board of Directors may determine. On the written request of three (3) Directors, the Chair shall convene a meeting at the earliest convenience.
- 5.11 At any meeting of the Board of Directors, a majority of Directors then in office shall constitute a quorum.

- 5.12 The Board of Directors may hold incamera meetings as it decides. The Board of Directors may, as it sees fit, allow or disallow access to records of directors' meetings and to financial records, or other Board or Society records, in accordance with the Societies Act and current applicable privacy and disclosure legislations.
- 5.13 Directors shall not be remunerated in any capacity. However, directors may be reimbursed for reasonable and necessary expenses incurred in connection with the business of the Society. The Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.
- 5.14 By a majority vote, the Board of Directors may remove any officer from his or her officer position and may remove from office any member of the Board of Directors who is absent for three (3) consecutive meetings without acceptable cause (i.e., as approved by the Board Chair) or who the Board deems has acted contrary to the Board's code of conduct or abrogated her/his responsibilities.
- 5.15 The Board of Directors may at any time raise or borrow or otherwise obtain or secure any sum or sums of money for the purposes of the Society subject to the provisions of the *Societies Act*.

BY-LAW 6

OFFICERS:

- 6.1 The officers of the Society shall be a Chair, a Vice-Chair, a Secretary and a Treasurer and such other officers as the Board of Directors may determine from time to time. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- 6.2 All officers shall be elected from among the members of the Board of Directors at a Board meeting called within two (2) weeks following the Annual General Meeting.
- 6.3 A vacancy occurring in any office between elections shall be filled by action of the Board of Directors.
- 6.4 Subject to these By-Laws, the Chair shall preside at all meetings of the Society and of the Directors, unless the members or Directors otherwise decide.
- 6.5 The Vice-Chair shall carry out the duties of the Chair during the Chair's absence.
- 6.6 The Secretary or designate shall:
- 6.6.1 conduct the correspondence of the Society;
 - 6.6.2 issue notice of meetings of the Society and meetings of the Directors;
 - 6.6.3 keep minutes of all meetings of the Society and Directors;
 - 6.6.4 have custody of all minutes of meetings, records and documents of the Society except those required to be kept by the Treasurer;

- 6.6.5 maintain a register of members; and
- 6.6.6 carry out the duties of the Board Chair during the absence of the Chair and the Vice-Chair.
- 6.7 In the absence of the Secretary from a meeting, or for other reason as they decide, the Directors may appoint another person to act as Secretary at the meeting.
- 6.8 The Treasurer or designate shall:
 - 6.8.1 keep such financial records, including books of account, as are necessary to comply with the *Societies Act*; and
 - 6.8.2 render financial statements to the Directors, members and others when required.
- 6.9 Other officers, if any, shall perform such duties as the directors decide. The Directors may add additional duties to any Director or officer or transfer duties among directors or officers.

BY-LAW 7

ACCOUNTS:

- 7.1 The books and accounts of the Society shall be audited at the termination of each fiscal year by an auditor appointed at the Annual General Meeting. The appointed auditor shall be a Chartered Professional Accountant of British Columbia. The end of the fiscal year shall be the 31st day of March of each year.
- 7.2 The auditor shall have the right of access at all reasonable times to records, documents, books, accounts and files of the Society in accordance with current applicable privacy and disclosure legislations.
- 7.3 Audited Financial Statements will be made available, at the offices of the Society, to any member who wishes a copy and if requested a copy will be sent to any member in good standing.

BY-LAW 8

AMENDMENTS:

- 8.1 No part of these By-Laws shall be repealed or amended without following the procedure outlined in By-Law 4.13.

BY-LAW 9

OPERATIONS:

- 9.1 The operations of the Society are to be carried on chiefly within the Capital Regional District.

BY-LAW 10

AFFORDABLE HOUSING PURPOSE:

- 10.1 The Society will not alter or delete the affordable housing purpose to provide housing for low or moderate income households as set out in paragraph 2 (e) of the Society's Constitution, and the Society will not alter or delete this By-law, without first obtaining the written consent of the British Columbia Housing Management Commission.

BY-LAWS 11 – 13

PREVIOUSLY UNALTERABLE CONSTITUTION PROVISIONS:

Explanatory Note: The following Bylaws 11, 12 & 13 were previously unalterable provisions in the Society's Constitution and are subject to section 245 of the Societies Act, SBC 2015, c. 18 and Societies Regulation 18: they therefore may not be altered or deleted without prior written consent of the Government of British Columbia Minister(s) therein identified.

11. The society must be carried on without purpose or gain for its member(s) and the society must not distribute any gain, profit or dividend or otherwise dispose of its assets to a member of the society without receiving full and valuable consideration, and any profits or other accretions to the society shall be used for promoting its purpose.

12. The directors shall serve without remuneration, and the directors may not receive, directly or indirectly, any profits from their position as directors but may be paid reasonable expenses incurred by them in the performance of their duties.

13. Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges and expenses which are properly incurred in the winding up, shall be distributed to such charitable organization or organizations registered under the provision of the Income Tax Act (Canada) as may be determined by the members of the Society at the time of winding up or dissolution.

BY-LAW 14

DISSOLUTION:

- 14.1 To further clarify By-law 13, the charitable organization or organizations referred to in By-law 13 shall have aims or purposes similar to those of this Society. The Society will not alter or delete this By-law without first obtaining the written consent of the British Columbia Housing Management Commission.