

# **JAMES BAY NEIGHBOURHOOD ASSOCIATION CONSTITUTION (2010)**

## **Article 1**

The name of the Society shall be James Bay Neighbourhood Association. *(as amended April 14, 2010)*

## **Article 2**

The Purposes of the Society are:

1. To enable the community to be actively involved in the preservation, rehabilitation and planned development of James Bay so as to preserve and enhance the quality of the environment and life therein.
2. To promote community awareness of and involvement in environmental issues and their impact on the community, and facilitate community input to the continuous review and upgrading of the James Bay Plan.
3. To insure that all development proposals reflect the James Bay Community Plan and accurately reflect the values, issues and concerns of James Bay residents.
4. To be sensitive to community concerns, to educate and assist individuals and community groups with respect to environmental and ecological developments.
5. To hear, research and assess through consistent procedures all proposals for land use development in James Bay.
6. To advise the City government on proposals for land use development in James Bay.
7. To seek representation on committees of Council which relate to the purposes, goals and objectives of the Society.
8. To actively represent James Bay at all levels of government with respect to issues affecting James Bay.
9. To provide an open forum for discussion with a view to promoting input into the decision making processes that concern James Bay.
10. To preserve the heritage character of the neighborhood.
11. To support community groups and individuals in their efforts to meet these objectives.
12. To actively liaise with other neighbourhoods to insure all residents of Victoria have informative public forums to discuss issues that affect their quality of environment and life.

## **BYLAWS**

### **Part 1 – Membership**

- 1.1 Eligibility for Membership:  
Every resident of James Bay shall be eligible for membership. A person may apply to the “Membership Director” for membership in the Society, and, on acceptance by

the Membership Director, shall be a member.

- 1.2 Voting Member: Any eligible resident who has attended three of five consecutive regular meetings has one vote.
- 1.3 A membership lapses when the member attends fewer than two regular meetings in the twelve-month period commencing on the date on which membership was established (the "membership date") or in any subsequent twelve-month period commencing on the membership date.
  - 1.3.1 The Board of Directors may, by majority vote, reinstate Voting Membership to any member whose membership has lapsed due to extended illness or job related absence. Any member who has lost his/her voting rights may request a reinstatement of voting rights from the general membership.
  - 1.3.2 All members are in good standing except a member who has failed to pay his/her current annual membership fee or any other subscription or debt due and owing by him/her to the Society and he/she is not in good standing so long as the debt remains unpaid or is forgiven under Article 1.4.2.
- 1.4 Membership Dues: Membership dues must be approved by a two-thirds majority vote at a general meeting after notice of motion is given.
  - 1.4.1 Penalty for non-payment of dues: Any voting member not paying their membership dues within sixty days of qualifying as a voting member or notice of renewal shall have their voting privileges suspended until payment is made.
  - 1.4.2 Waiver of dues: In cases of hardship the Board of Directors may by majority vote waive the payment of dues.
  - 1.4.3 Termination of Membership:

A person shall cease to be a member of the Society:

    - a) by delivering their resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society.
    - b) on his/her death.

## **Part 2 – Meeting of Members**

- 2.1 General meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the Directors decide.
- 2.2 Regular meetings are held monthly, normally on the 2<sup>nd</sup> Wednesday of each month or as determined by the Society Executive.
- 2.3 The Directors may, when they think fit, convene an extraordinary general meeting provided:
  - a) Notice in writing of an extraordinary general meeting shall be distributed to all voting members, at their address of record, which will specify the place, day and hour of the meeting and in case of special business, the general nature of the business.
  - b) The accidental failure to receive notice of such a meeting by any of the members entitled to receive notice does not invalidate proceedings at that meeting.
  - c) A special meeting may be convened provided it is constituted of a minimum of 10% or more of the voting membership and subject to compliance with Bylaw 2.3a) and 2.3 b).

## 2.4 Annual General Meeting:

An annual general meeting shall be held each calendar year during the months of March or April at such place and time as agreed to by the Board of Directors.

### **Part 3 – Proceedings at Regular Meetings**

#### 3.1 Regular business is:

- a) All business at regular general meetings except the adoption of rules of order, or a special resolution, and
- b) All business transacted at an annual general meeting except:
  - 1) The adoption of rules of order;
  - 2) The consideration of the financial statement;
  - 3) The report of the Directors;
  - 4) The report of the auditor, if any;
  - 5) The election of Directors;
  - 6) The appointment of the auditor if required;
  - 7) The other business that under these bylaws ought to be transacted at an annual general meeting; and
  - 8) A special resolution.

3.2.1 No business, other than the election of a Chairperson for this particular meeting and the adjournment or termination of the meeting, shall be conducted at a regular meeting at a time when a quorum is not present.

3.2.2 If at any time during a regular meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

3.3 Quorum: A quorum for the annual general meeting, a regular meeting, or an extraordinary general meeting shall be a minimum of 10% of the number of voting members on the last available official membership list or fifteen (15) voting members, whichever is less.

3.4 If within 15 minutes from the time appointed for a regular meeting a quorum is not present, the meeting if convened on the requisition of members, shall be terminated; but in any case it shall stand adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting, the members present constitute a quorum.

3.5 Subject to these bylaws, the chairperson of the Society, the vice chairperson or in the absence of both, one of the Directors present, shall preside as chairperson of a regular meeting.

3.5.1 If at a regular meeting there is no chairperson, vice chairperson or other director present within 15 minutes after the time appointed for holding the meeting; or the chairperson and all the other Directors present are unwilling to act as chairperson, the members present shall choose one of their number to be chairperson.

3.6.1 A regular meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

3.6.2 When a meeting is adjourned for ten days or more, notice of the adjourned meeting

shall be given as in the case of the original meeting.

- 3.6.3 Except as provided by this bylaw, it is not necessary to give notice of an adjournment or the business to be transacted at an adjourned regular meeting.
- 3.7 In case of an equality of votes, a tie fails.
- 3.8.1 A voting member in good standing present at a meeting of members is entitled to one vote.
- 3.8.2 Voting is by show of voting cards or by secret ballot.
- 3.8.3 Voting by proxy is not permitted.
- 3.9 The rules of procedure at an annual, regular, director, or extraordinary meeting shall be determined by the Board of Directors, or, if any member objects, the Robert's Rules of Order shall apply.
- 3.10 The secretary will list all incoming and outgoing correspondence with the minutes. On the request of any voting member, correspondence will be read aloud to the membership.

#### **Part 4 – Directors and Officers**

- 4.1 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 bylaws or by statute or otherwise lawfully directed to or required to be exercised or done by the Society in general meeting, but subject nevertheless to:
  - a) all laws affecting the Society;
  - b) these bylaws;
  - c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.
- 4.2 No rule made by the Society in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 4.3 The Chairperson, Vice-Chairperson, Information Director, Secretary, Treasurer, Membership Director, and two other person shall be the Directors.
- 4.3.1 The number of Directors may be increased up to 10, and are to include the following officers to be elected at an Annual General Meeting: Chairperson, Vice-Chairperson, Secretary, Information Director, Treasurer, Membership Director, and, in addition to the elected officers, two (2) Directors-at-Large will be elected. In addition the elected Directors may appoint up to 2 further "Directors-at-Large" where they deem it necessary. Where the Board of Directors has appointed a further Director-at-Large as allowed in this section, this decision must be ratified by the membership at the next general meeting.
- 4.3.2 Election of Directors at the first annual general meeting: to provide for continuity, at the first annual general meeting, officers will be elected for the following terms: Two (2) year term: Chairperson, Treasurer, Membership Director. One (1) year term: Vice Chair and Secretary.
- 4.3.3 Separate elections shall be held for each office to be filled.
- 4.3.4 An election may be by acclamation; otherwise it shall be by secret ballot.
- 4.3.5 If no successor is elected the person previously elected or appointed may continue

to hold office.

- 4.3.6 Only voting members are eligible for nomination to be a director.
- 4.3.7 A director who loses his/her voting membership may attend an executive meeting but may not vote until such time as his/her voting membership is regained.
- 4.4 The Chairperson, upon retiring, may become an “ex-officio non-voting director” for a period of one year.
- 4.5 The terms for an elected officer shall be two (2) years and for a director at large shall be one (1) year.
- 4.5.1 The Directors whose terms expire shall retire at the annual general meeting at which time their successors shall be elected.
- 4.6
  - a) The Directors may at any time and from time to time appoint a voting member as a director to fill a vacancy in the Directors.
  - b) A director to be appointed holds office only until the conclusion of the next annual general meeting of the Society but is eligible for re-election at the meeting.
- 4.7 The members by special resolution, requiring a 75% majority vote, may remove a director before the expiration of their term in office.

## **Part 5 – Proceedings of Directors**

- 5.1.1 The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
- 5.1.2 Regular executive meetings will be held each month at a time and place agreed to by the majority of Directors.
- 5.1.3 The Directors may from time to time fix the quorum necessary to transact business only with the approval of the majority of Directors, and unless so fixed the quorum shall be a majority of the Directors then in office.
- 5.1.4 The chairperson shall be chair of all meetings of the Directors, but if at a meeting the chairperson is not present within thirty minutes after the time appointed for holding the meeting, the vice-chairperson shall act as chair, but if neither is present the Directors present may choose one of their number to chair at that meeting.
- 5.1.5 A director may at any time, and the secretary on the request of a director, shall convene a meeting of the Directors.
  - a) The Directors may delegate any, but not all, of their powers to committees consisting of the director or Directors they think fit.
  - b) A committee so formed in the exercise of powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
- 5.2.1 A committee shall elect a chair of its meetings; but if no chair is present within thirty minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their number to be chair of the meeting.
- 5.3 For a first meeting of Directors held immediately following the appointment or election of a director or Directors at an annual or other regular meeting of

members, or for a meeting of the Directors at which a director is appointed to fill a vacancy in the Directors, it is not necessary to give notice for the remainder of the meeting to the newly elected or appointed director or Directors for the meeting to be constituted, if a quorum of the Directors is present.

- 5.4 a) Questions arising at a meeting of the Directors and committees of Directors shall be decided by a majority of votes.  
b) In case of an equality of votes the chair does not have a second or casting vote.
- 5.5 A resolution in writing, signed by all Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.
- 5.6 All executive meetings will be open to all members but only members of the executive may vote at a meeting of Directors.
- 5.7 In order to carry out the purposes of the Society the Directors may, on behalf of, and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and in particular, but without limiting the foregoing, by the issue of debentures. No debenture shall be issued without the sanction of a special resolution.
- 5.7.1 Should the Society be dissolved or cease to function any assets of the Society shall be donated to a non-profit organization selected by the Board of Directors.

## **Part 6 – Duties of Officers**

- 6.1 a) The Chairperson shall preside at all meetings of the Society and the Directors.  
b) The Chairperson is the chief executive officer of the Society and shall supervise the officers in the execution of their duties.
- 6.2 The vice-chairperson shall carry out the duties of the chairperson during any absence or upon the request of the chairperson.
- 6.3 The secretary shall:
  - a) conduct the correspondence of the Society;
  - b) issue notices of meetings of the Society and Directors;
  - c) keep minutes of all meetings of the Society and Directors;
  - d) have the custody of all records and documents of the Society except those required to be held by treasurer;
  - e) have custody of the common seal of the Society;
  - f) establish and maintain a post office box to facilitate orderly reception of correspondence. The secretary shall ensure that the contents of the post box are collected at least weekly.
- 6.4 The Treasurer shall:
  - a) keep the financial records, including books of account necessary to comply with the Society Act; and
  - b) render financial statements to the Directors, members and others when required.
- 6.5 The Membership Director shall:
  - a) keep membership records in good order;
  - b) issue voting cards to members that have established a voting membership; and

- c) be responsible for the organization of elections at the annual general meeting.
- 6.6 a) The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.
  - b) When a secretary-treasurer holds office the total number of Directors shall not be less than seven (7).
- 6.7 The Information and Public Relations Director shall be responsible to maximize any opportunities that are available to increase the exposure and influence of the Society.
- 6.8 The Board of Directors and/or the general membership may designate any voting member as spokesperson to specific committees, organizations, or for specific subjects.

### **Part 7 – Seal**

- 7.1 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 7.2 The common seal shall be affixed only when authorized by a resolution of the Directors, and then only in the presence of the persons prescribed in the resolution, or, if no persons are prescribed, in the presence of the Secretary or Chairperson and Secretary-Treasurer.

### **Part 8 - Auditor**

- 8.1 This part applies only where the Society is required or has resolved to have an auditor.
- 8.2 The first auditor shall be appointed by the Directors who shall fill all vacancies occurring in the office of the auditor.
- 8.3 At each annual general meeting the Society shall appoint an auditor to hold office until he/she is re-elected or a successor is elected at the annual general meeting.
- 8.4 An auditor may be removed by ordinary resolution.
- 8.5 An auditor shall be promptly informed in writing of appointment or removal.
- 8.6 No director and no employee of the Society shall be auditor.
- 8.7 The auditor may attend regular meetings.

### **Part 9 – Notices to Members**

- 9.1 A notice may be given to a member by facsimile or mail.
- 9.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted.
- 9.3 Notice of a regular meeting shall be given to:
  - a) every member shown on the register of voting members on the day notice is given; and
  - b) the auditor, if Part 8 applies.

## **Part 10 – Bylaws**

- 10.1 On being a voting member, each member is entitled to and the Society shall provide, without charge, a copy of the constitution and bylaws of the Society.
- 10.2 These bylaws may be amended by special resolution at the annual general meeting.
- 10.3 Motions for amendments to the constitution and bylaws must be submitted in writing at least thirty days before the annual general meeting and provided to the voting membership at that time fifteen days before the annual general meeting.

## **Part 11 – Interpretation**

- 11.1 In these bylaws, unless the context indicates otherwise:
  - a) "Directors" means the Directors of the Society for the time being.
  - b) "Society Act" means the Society Act of the Province of British Columbia from time to time and all amendments to it.
  - c) "registered address" of a member means their address as recorded in the membership records.
  - d) "James Bay" means the area bounded and contained to the north and west by Victoria Harbour, south by the Straits of Juan de Fuca, and to the east by Douglas Street from Dallas Road as far as the intersection of Belleville Street.
  - e) "James Bay Plan" refers to the planning document that forms part of the official community plan (O.C.P) as outlined in the Municipal Act of B.C.
  - f) "resident" means one who lives in James Bay for six months or more each year.
  - g) "special resolution" means a resolution passed at a general meeting by a majority of not less than 75% of the votes of the voting members present, provided that fourteen (14) days notice specifying the intention to propose the resolution as a special resolution has been given.