

JAMES BAY NEIGHBOURHOOD ASSOCIATION (JBNA)
CONSTITUTION (including 2012 with 2015 and 2019 and proposed 2021 bylaw amendments)

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 Neighbourhood Plan.
3. To ensure that all development proposals reflect the James Bay Neighbourhood Plan and accurately reflect the values 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 City of Victoria committees 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 advocate for preservation of 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 ensure all residents of Victoria have informative public forums to discuss issues that affect their quality of environment and life.

JAMES BAY NEIGHBOURHOOD ASSOCIATION (JBNA) BYLAWS

1. Membership

1.1. Membership of the JBNA comprises Members and Voting Members.

1.2. Eligibility for Membership: Every resident of James Bay shall be eligible for membership. A resident may indicate in writing the wish to become a Member of the Society, and, on confirmation by the Board or a Director designated by the Board, shall be a Member.

1.3. Eligibility for Voting Membership: Any Member in good standing who has attended a minimum three of five consecutive general meetings is eligible upon request to become a Voting Member and shall have one vote.

1.3.1. A Voting Member not in good standing cannot vote.

1.3.2. A Voting Membership lapses when the Voting Member attends fewer than two general meetings in the twelve-month period commencing on the date on which Voting Membership was established (the "Voting Membership date") or in any subsequent twelve-month period commencing on the Voting Membership date. A Voting Member whose Voting Membership lapses reverts to being a Member.

1.3.3. The Board of Directors may, by majority vote, reinstate Voting Membership to any member whose Voting Membership has lapsed due to extended illness or job-related absence.

1.4. All Members are in good standing except a Member who has failed to pay the current annual membership fee or any other subscription or debt due and owing to the Society and the Member is not in good standing so long as the debt remains unpaid or is forgiven under Article 1.5.1.

1.5. Membership Dues: Membership dues must be approved by a two-thirds majority vote at a general meeting after notice of motion is given.

1.5.1. Waiver of dues: In cases of hardship of a Member, the Board of Directors may by majority vote waive the payment of dues.

1.6. Termination of Membership: a person shall cease to be a Member of the Society: on their death, or by ceasing to be a resident of James Bay, or by delivering their resignation in writing to the JBNA. Receipt of delivery is acknowledged to occur by or on the 3rd day after the notice of registration is sent.

2. General Meetings

2.1. General Meetings of the Society shall, in accordance with the *Societies Act of British Columbia*, be held at the time and place that the Board decides.

2.2. Regular General Meetings

2.2.1. Regular General Meeting Business is:

- a) Discussion of community matters including development proposals and other land-use matters such as streets, traffic, parks, and environment.
- b) Any other business except items as referenced in 2.3.1.

2.2.2. Regular General Meetings are scheduled monthly, usually on the 2nd Wednesday of each month, or as determined by the Board of Directors.

2.2.3. Regular General Meetings are open to the public. Anyone attending may address the meeting at those points when comments are being sought only after being recognized by the meeting Chair. Only Voting Members of the Society may vote on motions.

2.2.4. Convening a Regular General Meeting:

- a) The Board may convene a general meeting at a time and location of their choosing, including an electronically mediated meeting.
- b) 10% of the Voting Members may requisition the directors to call a general meeting for the purposes stated in the requisition.
- c) At least seven days prior to a general meeting, a notice of meeting shall be provided to all Members, either by e-mail of record or posted on the JBNA website, which will specify the place, date, and hour of the meeting and in case of special business, the general nature of the business.
- d) The accidental failure to receive notice of such a meeting by any Member entitled to receive notice does not invalidate proceedings at that meeting.

2.3. Member-Only General Meetings

2.3.1. The Board may convene a member-only general meeting at a time and location of their choosing, including an electronically mediated meeting.

2.3.2. Annual General Meeting:

An Annual General Meeting, open to Members only, shall normally be held each calendar year during the month of April at such place, date and time as agreed to by the Board of Directors. Business that can only be transacted at an Annual General Meeting includes:

- a) adoption of rules of order,
- b) consideration of the financial statement,
- c) report of the Directors,
- d) report of the auditor, if any,
- e) election of Directors,
- f) appointment of the auditor if required,
- g) other business that under these bylaws ought to be transacted at an annual general meeting, and
- h) any special resolutions.

2.3.3. Special General Meeting:

A Special General Meeting may be called by the Board as it deems necessary to deal with any matter described in 2.3.2.

2.3.4. Notice of Annual or Special General Meetings:

- a) The Board will provide notice to the membership 21 days before the Annual or Special General Meeting.
- b) Notices will include any proposed amendments to the constitution or bylaws.
- c) Notice shall be provided to all Members, either by e-mail of record or posted on the JBNA website, which will specify the place, date, and hour of the meeting and in case of special business, the general nature of the business.

3. Proceedings at all General Meetings – Regular, AGM, and SGM

3.1. Quorum for General Meetings

- 3.1.1.** Quorum for any 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.
- 3.1.2.** When a quorum is not present, no business, other than the election of a chairperson and the termination of the meeting, shall be conducted.
- 3.1.3.** If at any time during a General 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 terminated.

3.2. General Meeting Chair

3.2.1. Subject to these bylaws, the President of the Society, the Vice President, or in the absence of both, any Director present can preside as chairperson of a General Meeting.

3.2.2. If at a General Meeting there is no President, Vice President, or other Director present within 15 minutes after the time appointed for holding the meeting, or the President and all the other Directors present are unwilling to act as chairperson, the Voting Members present shall choose one of their number to be chairperson.

3.3. A General Meeting may be adjourned, but no business shall be transacted at the reconvened meeting, other than the business left unfinished at the meeting from which the adjournment took place.

3.4. Voting at a General meeting

3.4.1. If a motion does not receive vote approval from more than 50% of those who voted, the motion fails.

3.4.2. A voting Member in good standing present at a meeting of the Society is entitled to one vote.

3.4.3. Voting is by show of voting cards or by secret ballot or electronic voting process.

3.4.4. Voting by proxy is not permitted.

3.5. The rules of procedure at any General Meeting shall be determined by the Board of Directors, or, if any Member objects, the Robert's Rules of Order shall apply.

3.6. Copies of substantive incoming and outgoing correspondence will be made available on the JBNA website.

4. Directors and Officers

4.1. Only voting Members in good standing are eligible for nomination to the Board.

4.2. The Board may exercise all the powers, set policy, and do anything that the Society may do subject to:

- a) all laws affecting the Society,
- b) the Society's Constitution and these Bylaws,
- c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society.

4.3. Board Membership

- 4.3.1.** The President, Vice-President, Secretary, Treasurer and two Directors-at-Large shall be elected to the Board.
- 4.3.2.** The Board may appoint up to two (2) Directors-at-Large in addition to the elected members. Appointed Directors serve from the time of appointment until the next Annual General Meeting.
- 4.3.3.** The Board may ask a Past President to become an “ex-officio non-voting Director” for a period of one year.

4.4. Board Elections and Terms of Office

- 4.4.1.** Board of Directors are elected at Annual General Meetings.
 - 4.4.1.1.** The Directors whose terms expire shall retire at the Annual General Meeting at which time their successors shall be elected.
 - 4.4.1.2.** Directors whose terms expire are eligible to stand for re-election.
 - 4.4.2.** All officers: President, Vice President, Treasurer and Secretary will each be elected for terms of two (2) years where:
 - 4.4.2.1.** The President and Treasurer will be elected in the same year.
 - 4.4.2.2.** The Vice President and Secretary will be elected in the alternate year.
 - 4.4.2.3.** When an officer position becomes vacant prior to the end of the elected term, the replacement term shall be for the balance of the original term.
 - 4.4.3.** The terms for Directors-at-Large shall be One (1) year.
 - 4.4.4.** Separate elections shall be held for President, Vice President, Secretary and Treasurer. A single election shall be held for positions of Director-at-Large.
 - 4.4.5.** An election may be by acclamation or by secret ballot in paper form or electronic format.
- 4.5.** The Board may at any time appoint a voting Member to fill a vacancy on the Board of Directors.

- 4.5.1.** An appointed Director holds office only until the conclusion of the next annual general meeting of the Society but is eligible for re-election at the meeting.
- 4.6.** Any Voting Member may nominate or second the nomination of another voting Member to be a member of the Board.
- 4.7.** Any Voting Member nominated to be a Director must consent either in writing or in person to serving as a Director.
- 4.8.** A Director who loses their voting membership may attend a Board meeting but may not vote until such time as their voting membership is reinstated.
- 4.9.** Voting Members by special resolution, requiring a 75% majority vote, may remove a member of the Board before the expiration of their term in office.

5. Proceedings of the Board

- 5.1.** Regular Board meetings will be held at a time and place agreed to by the majority of Directors.
 - 5.1.1.** Quorum for Board meetings shall be a majority of the Directors then in office unless by prior agreement of a majority of the Board to a lesser number.
 - 5.1.2.** The President shall be chair of all Board meetings, but if at a meeting the President is not present, the Vice-President shall act as chair, but if neither is present, the Board members present may choose one of their number to chair that meeting.
- 5.2.** The Board may establish committees for purposes related to the business of the Society.
 - 5.2.1.** Such committees must include at least one Director. A committee shall conform to any Terms of Reference approved by the Board. Directors on the committee shall report on the work of the committee to the next meeting of the Board.
 - 5.2.2.** The Board may appoint a Nominations Committee to:
 - a) seek nominations for the Officer and Director-at-Large positions that are vacant for the upcoming year, and
 - b) present a slate of nominees for election prior to the AGM.

- 5.3.** Motions at a meeting of the Board and committees of the Board shall be decided by a majority vote.
- 5.4.** A motion approved by the Board outside a Board meeting but in writing, including electronic communications, is as valid and effective as if regularly passed at a meeting of the Board.
- 5.5.** Approved minutes of Board meetings will be posted on the JBNA website, except for any in-camera discussions or decisions.
- 5.6.** Any Member may request to attend a board meeting as an observer or to speak on any topic. The Board shall make reasonable effort to ensure the requesting Member receives notice of the next Board meeting. The Member may speak or present only with the invitation of the chair.
- 5.7.** Should the Society be dissolved or cease to function, any assets of the Society shall be donated to a qualified recipient, as defined by the Societies Act. Such distribution will be specified in an ordinary resolution of the Society or, if passing an ordinary resolution is not feasible, specified in a Director's resolution.

6. Duties of Officers

6.1. The President:

- a) shall preside at all meetings of the Society and the Directors.
- b) shall serve as the spokesperson for the Society.
- c) is the chief executive officer of the Society.

6.2. The Vice-President shall carry out the duties of the President during any absence or upon the request of the President.

6.3. The Secretary's responsibilities are:

- 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.

6.3.1. Secretary may delegate any of the Secretary's responsibilities to another Director.

6.4. The Treasurer's responsibilities are:

- a) keep the financial records, including books of account necessary to comply with the Society Act,
- b) render financial statements to the directors, members and others when required.

6.5. The Board will appoint one of the directors to serve as the Membership Director, who shall:

- a) keep membership records in good order,
- b) issue voting cards to members who have established a voting membership,
- c) be responsible for the organization of elections at the annual general meeting.

6.6. The Board may delegate other specific tasks to one or more directors.

6.7. The President may designate any voting Member as spokesperson to specific committees, organizations, or for specific subjects.

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.

8. Auditor

8.1. This bylaw applies only where the Society is required or has resolved to have an auditor. Should the Society decide to appoint an auditor, the process will follow as outlined in the *Societies Act*.

9. Bylaws

9.1. Each Member is entitled to and the Society shall make available on its website a copy of the constitution and bylaws of the Society.

9.2. These bylaws may be amended by special resolution at the Annual General Meeting.

- 9.3.** Motions for amendments to the constitution and bylaws must be submitted in writing to the Board by a Voting Member of the Society at least thirty (30) days before the annual general meeting and provided to the voting membership twenty-one (21) days before the Annual General Meeting.

10. Interpretations and Definitions

In these bylaws, unless the context indicates otherwise:

- a) "Society" means the James Bay Neighbourhood Association.
- b) "resident" means a person who lives in James Bay for six months or more each calendar year.
- c) "James Bay Neighbourhood" as defined by the City of Victoria is the area bounded on the south by the Straits of Juan de Fuca; on the west by the Victoria Harbour; on the north by the Victoria Harbour and eastward along the middle of Belleville Street to the middle of the intersection of Belleville Street and Blanshard Street; and on the east from middle of the intersection of Belleville Street and Blanshard Street southward to the Straits of Juan de Fuca. James Bay further includes the west part of Beacon Hill Park and the streets and sidewalks adjoining that part of the park, with the understanding that Beacon Hill Park is also part of the Fairfield neighbourhood.
- d) "Member" means a resident who has indicated a wish to be a Member and who has been confirmed as a Member.
- e) "Voting Member" means a Member who has met the requirements set out in these Bylaws.
- f) "Voting Membership Date" is the date on which the voting membership requirement was met.
- g) "Directors" mean the Directors of the Society.
- h) "general meeting" means a general meeting of the members of the society;
- i) "registered address" of a Member means their address as recorded in the membership records.
- j) "delivery address", in relation to the registered office of the society, means the delivery address of the registered office set out in the statement of directors and registered office of the society;

- k) “delivery in writing” includes by hard copy or by electronic means such as e-mail
- l) “James Bay Neighbourhood Plan” refers to the planning document that forms part of the City of Victoria Official Community Plan (O.C.P) as outlined in the Municipal Act of B.C.
- m) “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.
- n) “*Societies Act*” means the *Societies Act, SBC2005, c18* of the Province of British Columbia and all amendments to it.