

## Constitution of the Eagle Bay Hall Society

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The name of the Society is (by priority)

1. Eagle Bay Community Association
  2. Eagle Bay Community Hall Association
  3. Eagle Bay Community Hall Society
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The purpose of the Society is to:

- A. support, maintain, and operate the land and building of the Eagle Bay Hall, located at 4326 Eagle Bay Road, Eagle Bay, British Columbia VOE 1T0
- B. plan, initiate, host and support a variety of recreational and leisure activities suited to the needs of residents.
- C. communicate with the residents and others so as to determine their needs for recreational and leisure activities, and to ensure that they are aware of the activities and programs being offered by the Society.
- D. prepare budgets and reports as required by the province of British Columbia and the By-laws of the Society
- E. promote activities through which funds may be raised to support the activities of the Society.
- F. plan for the continued operation of the Society and its programs through the recruitment and encouragement of volunteers.
- G. recommend delegates to serve on various committees and commissions etc. to represent the views and interests of the Society and the community.
- H. provide aid to families, individuals, and organizations in need as funds may be available
- I. advertise and promote the activities, attractions and facilities available in Eagle Bay

# Bylaws of Eagle Bay Hall Society (the “Society”)

## Article 1 - Definitions and Interpretations

### 1.1 Definitions:

In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time

“**Board**” means the directors of the Society

“**Bylaws**” means these Bylaws as altered from time to time

“**Resident**” means individuals who permanently rent, own land, or are legal residents of the Eagle Bay community.

“**Resident Member**” means member has voting rights

“**Non-resident member**” means member does not have voting rights

### 1.2 Definitions in Act apply

The definitions in the Act apply to these Bylaws

### 1.3 Conflict with Act or Regulations

If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations as the case may be, will prevail.

## Article 2 - Boundaries

### 2.1 The Society shall consider its area of primary interest to be bounded by:

The shore of Shuswap Lake from McBride Point to Cinnemousen Narrows and on the South by a line following the contours of Shuswap Lake commencing at a point three (3) miles south of McBride Point and ending at a point three (3) miles south of Cinnemousen Narrows.

## Article 3 - Memberships

### 3.1 Any person shall be eligible for membership in the Society. Members who are non-residents may not take any part in the management of the society and not vote at any society meetings.

### **3.2 Types of memberships**

- a. single membership
- b. family membership
  - (i) family membership entitles only two resident family members, each over the age of 18 years and present at the meeting, to vote at a General Meeting

### **3.3 Duties of members**

Every member must uphold the constitution of the Society and must comply with these Bylaws

### **3.4 Membership Dues**

The amount of the annual membership dues shall be determined by majority vote at a General Meeting

### **3.5 Member not in good standing**

A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid

A member may be expelled at a special meeting called by the Board.

### **3.6 Member not in good standing may not vote**

A voting member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not be a voting member for the purpose of consenting to resolution of the voting members.

### **3.7 Benefits of membership**

A member in good standing for twenty-four (24) consecutive months, prior to the event, is entitled to a member discount on the rental fees for the hall.

- (a) Hall rental costs for members and non-members shall be set at the annual general meeting each year

Hall Rental is available for members and non-members on a priority basis as determined by the Board

Members may participate in any function, interest group or event at preferred rates as determined by the Board of Directors

## **Article 4 - General Meetings of Members**

### **4.1 Time and place of the annual general meeting**

The annual meeting of the Society shall be called not later than the last day of March, the date to be chosen by the Board. A public notice is required giving 14 days advance notice stating the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgement concerning that business.

### **4.2 Quorum for general and special meetings**

All general and special meetings shall require a minimum quorum of 12 members.

### **4.3 Order of business at the general meeting**

The order of business at the general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - (i) receive the directors' reports and the financial statements of the Society for the previous financial year
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting
  - (iii) elect or appoint directors
  - (iv) include a budget presentation for approval
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

### **4.4 Chair of general meeting**

The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
  - (i) the president
  - (ii) the vice-president, if the president is unable to preside as the chair, or
  - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

#### **4.5 Lack of quorum at the commencement of a general meeting**

If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated.
- (b) in any other case the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

#### **4.6 If quorum ceased to be present**

If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

#### **4.7 Adjournments by the chair**

The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

#### **4.8 Notice of continuation of adjourned general meeting**

It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

#### **4.9 Methods of voting**

At the general meeting, voting must be by a show of hands of resident members, or an oral vote or another method that adequately discloses the intention of the voting resident members, except that if before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, then voting must be by secret ballot.

#### **4.10 Announcement of result**

The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

#### **4.11 Proxy voting**

Proxy voting is not permitted

**4.12 Matters decided at general meeting by ordinary resolution.**

A matter to be decided at a general meeting must be decided by a simple majority.

**4.13 Amendments to Bylaws**

By-law amendments require three-fourths of the resident members present at the Annual General Meeting to vote in favour of the amendment. Special resolutions must be posted prior to the meeting in writing.

**4.14 Notice of special meetings**

Notice of all special meetings called by the Board shall be posted 14 days prior to the meeting together with the time, date, place and purpose of the meeting.

**Article 5 - Directors**

**5.1 Number of directors on the Board**

The Society must have no fewer than 7 and no more than 12 directors.

**5.2 Board member recruitment**

Two months before the annual meeting, the president may appoint a search committee which will endeavour to discover members willing to stand for election to the board.

**5.3 Election or appointment of directors**

At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

- (a) elected directors shall serve for a two year term
- (b) a director may be appointed by the Board if the number of directors elected to the Board does not exceed the maximum number (12)
- (c) the term for an appointed director share expire at the next Annual General Meeting.

**5.4 Directors may fill casual vacancy on Board**

The Board may, at any time, appoint a resident member as a director to fill a vacancy that arises on the Board as a result of the resignation, death, or incapacity of a director during the director's term in office.

## 5.5 **Conflict of interest**

Directors with direct or indirect material interest in a contract or transaction with the Society, or a matter for consideration by the Board, must:

- (a) fully disclose the nature and extent of the interest
- (b) abstain from voting on the resolution
- (c) leave the Board meeting when discussed, unless asked to provide information
- (d) leave the Board meeting when the vote occurs, regardless
- (e) not take any actions intended to influence the discussion or vote

## 5.6 **Removal of a director**

A director of the Society may be removed from office

- (a) by special resolution, despite any provision of the Bylaws, or
- (b) by unanimous vote of the remaining board of directors upon the occurrence of any on the following events:
  - (ii) failure by the director to disclose a conflict of interest
  - (iii) where the remaining directors believe the director has not acted in the best interest of the Society

# **Article 6 - Directors' Meetings**

## 6.1 **Calling directors' meetings**

A directors' meeting may be called by the president or by any 2 other directors

## 6.2 **Notice of directors' meeting**

At least 2 days notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

## 6.3 **Proceedings valid despite omission to give notice**

The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

## 6.4 **Conduct of directors' meetings**

The directors may regulate their meetings and proceedings as they think fit.

## 6.5 **Quorum of directors**

The quorum for the transaction of business at a directors' meeting is a simple majority of the directors.

## **6.6 Spending Approval**

The Board of directors may approve spending up to \$10,000.00 or may approve additional spending in the case of an emergency.

## **Article 7 - Board Positions**

### **7.1 Election or appointment to Board positions**

A regular Board meeting shall be held within four (4) weeks of the Annual General Meeting to decide the directors' positions on the Board

### **7.2 Board positions**

Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- a. president
- b. vice-president
- c. secretary
- d. treasurer

### **7.3 Directors at large**

Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

### **7.4 Role of the president**

The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

### **7.5 Role of the vice-president**

The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

### **7.6 Role of secretary**

The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

### **7.7 Absence of the secretary from meeting**

In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

### **7.8 Role of treasurer**

The treasurer is responsible for doing, or making the necessary arrangements for the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions
- (c) preparing the Society's financial statements;
- (d) ensuring invoices owed by the Society including insurance premiums for the Society's coverage of Eagle Bay Hall and the directors of the Board are paid in a timely manner
  - (i) insurance coverage must include:
    - buildings
    - contents of every description
    - sewer backup/flood/water escape
    - commercial general liability
    - director's and officer's liability

## **Article 8 - Remuneration of Directors and Signing Authority**

### **8.1 Director remuneration**

These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

### **8.2 Signing Authority**

A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one other director
- (b) if the president is unable to provide a signature, by the vice-president together with one other director
- (c) if the president and vice-president are both unable to provide signature, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

## **Article 9 - Finance**

### **9.1 Annual budget**

An annual capital and operating budget shall be presented by the Board for approval at the Annual General Meeting.

### **9.2 Expenses**

No person shall incur an expense or commitment on behalf of the Society unless authorized by the Board of directors or by the membership at an annual meeting.

### **9.3 Applications for Grants**

The Board may apply for grants and support as required.

### **9.4 Mortgage and Loans**

Eagle Bay Hall Society property may be used as collateral to secure a mortgage or loan. All mortgages and loans must be approved at a general meeting.

### **9.5 Fund Raising**

The Society may undertake any functions and/or events as required and within Society regulations to raise money as required.

Other individuals or groups planning to use the hall rental period to raise funds, must be legal and comply with British Columbia Society regulations. Renters may be required to outline budgets, costs, and income options as part of the rental agreement in order to comply with Board expectations.

## **Article 10 - Indemnification**

### **10.1 Indemnification of the Board of Directors or Officers**

Every director or officer of the Society who have undertaken or is about to undertake any liability on behalf of the Society and their heirs, executors, administrators and estate, respectively, shall be indemnified and saved harmless out of the funds of the Society from and against:

- (a) all costs, charges and expenses whatsoever which such director, officer sustains or incurs in or about any action, suit or proceeding which is brought or prosecuted against him for or in respond of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office except such costs, charges or expenses as are occasioned by his own willful neglect.
- (b) all other cost, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect.

## **Article 11 - Dissolution of the Society**

### **11.1 Wind-up or Dissolution of the Society**

Upon wind-up or dissolution of the Society and after payment of all debts and liabilities, the remaining property of the Society, including any accumulated profits, shall be distributed or disposed of to a qualified beneficiary.

## **Article 12 - Interpretation**

### **12.1 Statement of Approval**

In the event of any dispute as to the meaning of any article heretofore or hereafter passed, the interpretation of the Board shall be final and conclusive.

This constitution approved at the \_\_\_\_\_ meeting held on  
\_\_\_\_\_, 2018, supersedes all previous constitutions.

\_\_\_\_\_ President

\_\_\_\_\_ Secretary