

**BYLAWS OF**  
**SQUAMISH COMMUNITY HOUSING SOCIETY (the “Society”)**

**PART 1 – DEFINITIONS AND INTERPRETATION**

**Definitions**

**1.1** In these Bylaws:

- (a) **“Act”** means the *Societies Act* of British Columbia as amended from time to time;
- (b) **“Board”** means the Directors of the Society;
- (c) **"Board Resolution"** means:
  - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
    - (A) in person at a duly constituted meeting of the Board,
    - (B) by Electronic Means in accordance with these Bylaws, or
    - (C) by combined total of the votes cast in person and by Electronic Means; or
  - (ii) a resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board, and
  - (iii) a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- (d) **“Bylaws”** means these bylaws as altered from time to time;
- (e) **"Chair"** means the individual elected to the office of chairperson of the Board in accordance with these Bylaws;
- (f) **"Constitution"** means the constitution of the Society as filed with the Registrar;
- (g) **“Council”** means the District of Squamish Council;
- (h) **"Director"** means an individual who is, or who subsequently becomes, a director of the Society in accordance with these Bylaws and has not ceased to be a Director;

- (i) **“District”** means the District of Squamish;
- (j) **"Electronic Means"** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
  - (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
  - (ii) in relation to a vote, permits all Directors or Voting Members to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (k) **"General Meeting"** means a meeting of the Members, and includes an annual general meeting and any special or extraordinary general meetings of the Society;
- (l) **"Income Tax Act"** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (m) **"Members"** means those persons who are, or who subsequently become, Voting Members or Non-Voting Members of the Society in accordance with these Bylaws and, in either case, have not ceased to be Members;
- (n) **“Non-Voting Member”** means a Non-Voting Member described in section 2.1(b) of these Bylaws;
- (o) **"Ordinary Resolution"** means:
  - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members or Directors entitled to vote:
    - (A) in person at a duly constituted General Meeting or Board meeting,  
or
    - (B) by Electronic Means in accordance with these Bylaws, or
  - (ii) by combined total of the votes cast in person by Voting Members at a General Meeting or Board meeting and the votes cast by Electronic Means;  
or

- (iii) a resolution that has been submitted to the Members or Directors and consented to in writing by a simple majority of the Voting Members or Directors, and
- (iv) an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting or Board meeting;
- (p) "**President**" means an individual elected to the office of President of the Society in accordance with these Bylaws;
- (q) "**Registered Address**" of a Member or Director means the address of that individual as recorded in the register of Members or the register of Directors;
- (r) "**Registrar**" means the Registrar of Companies of the Province of British Columbia;
- (s) "**Secretary**" means an individual elected to the office of Secretary of the Society in accordance with these Bylaws;
- (t) "**Society**" means the Squamish Community Housing Society;
- (u) "**Special Resolution**" means:
  - (i) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by eligible voters:
    - (A) in person at a duly constituted General Meeting or Board meeting,
    - (B) by Electronic Means in accordance with these Bylaws, or
    - (C) by combined total of the votes cast in person at a General Meeting or Board meeting and the votes cast by Electronic Means; or
  - (ii) a resolution that has been consented to in writing by at least two-thirds (2/3) of the votes cast by eligible voters in respect of the resolution, and
  - (iii) a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting or Board meeting;
- (v) "**Treasurer**" means an individual elected to the office of Treasurer of the Society in accordance with these Bylaws;

- (w) **"Vice-President"** means an individual elected to the office of Vice-President of the Society in accordance with these Bylaws; and
- (x) **"Voting Member"** means a Member described in section 2.1(a) of these Bylaws.

### **Definitions in Act apply**

**1.2** The definitions in the Act apply to these Bylaws.

### **Conflict with Act or regulations**

**1.3** 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, prevail.

## **PART 2 – MEMBERS**

### **Classes of Membership**

**2.1** The Membership of the Society shall consist of:

- (a) Voting Members, which shall include the:

District:

Howe Sound Women's Centre Society;

Sea to Sky Community Services Society;

Squamish Helping Hands Society;

Squamish Senior Living Society;

and such other individual, corporation or society accepted as Voting Members under section 2.2(a) of these Bylaws; and

- (b) Non-Voting Members, who may be an individual, corporation or society accepted as Non-Voting Members under section 2.2(b) of these Bylaws; and
- (c) Voting and Non-Voting Members shall provide the name of an individual as their representative and the name of an alternate to act on behalf of the named Member should that named individual be unable to attend a meeting or meetings.

## **Term of appointment for Members**

**2.2** Voting and Non-Voting Members shall serve for up to a three-year term for no more than two consecutive (three year) terms (for a total of six years). After serving a total of six consecutive years, any subsequent term must not commence less than one year after the previous term expired.

## **Application for Membership**

**2.3** An individual, corporation or society may apply to the Board to be:

- (a) a Voting Member of the Society and on the unanimous acceptance of the application by all Voting Members, becomes a Voting Member of the Society; provided that:
  - (i) the Voting Members may, by Ordinary Resolution, postpone or refuse an application for Membership for any reason which, in the Voting Members' view, is necessary or prudent to protect the reputation and integrity of the Society;
  - (ii) a person becomes a Voting Member on the date of the unanimous Resolution or such later date as specified therein; and
  - (iii) the decision of the Voting Members to refuse or postpone Membership is final and without appeal; or
- (b) a Non-Voting Member of the Society and on the Board's acceptance of the application, becomes a Non-Voting Member of the Society; provided that:
  - (i) the Board may, by Board Resolution, accept, postpone or refuse an application for Membership for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Society;
  - (ii) a person becomes a Non-Voting Member on the date of the Board Resolution or such later date as specified therein; and
  - (iii) the decision of the Board to refuse or postpone Membership is final and without appeal.

## **Obligations and Rights of Members**

**2.4** Members of the Society have the following rights and obligations:

- (a) it is the duty of each Member of the Society to uphold and comply with the Society's Constitution and these Bylaws, and such other rules as may be established

from time to time by the Board or by the Members at a General Meeting, and to pay the Member's annual Membership dues, if any;

- (b) Voting Members have the right to vote and must vote on matters brought before General Meetings of the Members;
- (c) except for the right to vote, and subject to these Bylaws, a Non-Voting Member has full standing as a Member of the Society;
- (d) to receive notice of, and to attend, any meeting of the Society, whether regular, annual or special, and any meeting of the Board that the Board has elected to open to the general Membership;
- (e) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (f) to serve on committees of the Society, as invited; and may participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time;
- (g) the interest of a Member in the Society is not transferable; and
- (h) a Member of the Society is not, in that capacity, liable for a debt or other liability of the Society.

### **Amount of Membership dues**

**2.5** The amount of the annual Membership dues, if any, must be determined by the Board.

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

**2.6** A Member is not in good standing if the Member fails to pay the Member's annual Membership dues, if any, if the Member's conduct is in wilful breach of the Society's Constitution or these Bylaws, or otherwise improper, unbecoming, or likely to endanger the interest or reputation of the Society, or the Member is subject to termination under the provisions of section 2.8, and the Member is not in good standing for so long as those dues remain unpaid, the conduct remains in breach or the Member's termination is pending.

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

**2.7** A Voting Member who is not in good standing

- (a) may not vote at a General Meeting, and

- (b) is deemed not to be a Voting Member for the purpose of consenting to a resolution of the Voting Members.

### **Termination of Membership**

**2.8** A Member's Membership in the Society is terminated:

- (a) if the Member is not in good standing for six (6) consecutive months;
- (b) upon a Member providing written notice to the Board of the Member's decision to terminate Membership;
- (c) if the Member has not paid the applicable Membership fee for at least six (6) months after it becomes due;
- (d) on a decision of the Board under section 2.9 or a vote of the Voting Members under section 2.10; or
- (e) having been notified under section 2.9 or 2.10, the Member has not resolved the matter to the satisfaction of the Board within a period specified in the notice or if not specified, within 6 months.

### **Suspension or termination of Non-Voting Members by Board**

**2.9** The Board may, by Special Resolution, suspend or expel a Non-Voting Member whose conduct has been determined by the Board to be in wilful breach of the Society's Constitution or these Bylaws, or otherwise improper, unbecoming, or likely to endanger the interest or reputation of the Society. Before a Non-Voting Member is suspended or expelled, the Board must send to the Non-Voting Member a written notice of the proposed suspension or expulsion, including reasons.

### **Suspension or termination of Voting Members by Voting Members**

**2.10** A Voting Member may be suspended or expelled by Special Resolution of the Voting Members. Before a Voting Member is suspended or expelled, the Society must send to the Voting Member a written notice of the proposed suspension or expulsion, including reasons.

### **Right of Member to make representations**

**2.11** Any Member notified of a decision to suspend or expel under section 2.9 or 2.10 must be given a reasonable opportunity to make representations to the Board or Voting Members, as applicable, at a meeting called for this purpose or as part of another meeting, before the decision to suspend or expel is put to a vote.

### **Right of Member to reapply for Membership**

**2.12** A person whose Membership has expired or otherwise ceased other than by expulsion may re-apply for membership after its expiry in accordance with sections 2.2 and 2.3.

### **Right of Member to reapply for Membership after Expulsion**

**2.13** A person expelled from Membership may, unless prohibited by the terms of the expulsion resolution, re-apply for Membership in accordance with the terms of the expulsion resolution, provided that if the expulsion resolution does not restrict re-application, the person may re-apply for Membership after one (1) year from the date of expulsion.

### **No Distribution of Income**

**2.14** The Society is a charitable institution and is not to be carried on for profit or gain for its Members and no part of the income of the society shall be payable or otherwise available for the personal benefit of the Members. Should any program operated by the Society at any time produce revenue in excess of expenses incurred in the operation of that program, then those excess revenues shall be placed in a reserve, and used only for the purposes of the Society outlined in these Bylaws.

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of General Meeting**

**3.1** A General Meeting must be held at the time and place the Board determines, provided that the Members may fix a time and place for a General Meeting by Ordinary Resolution.

### **Ordinary business at General Meeting**

**3.2** At a General Meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the Directors or auditor;
- (d) election or appointment of Directors;
- (e) appointment of an auditor, if any;
- (f) consideration of Member's proposals or motions;



- (g) business arising out of a report of the Directors not requiring the passing of a Special Resolution.

### **Notice of special business**

- 3.3** A notice of a General Meeting must state 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 judgment concerning that business.

### **Contents of Notice**

- 3.4** Notice of a General Meeting will specify the place, the day and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting. If the Board has decided to hold a General Meeting with participation by Electronic Means, the notice of that meeting must inform Members how they may participate by Electronic Means.

### **Chair of General Meeting**

- 3.5** 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.

### **Alternate Chair of General Meeting**

- 3.6** If there is no individual entitled under these Bylaws who is able to preside as the chair of a General Meeting within 15 minutes from the time set for holding the meeting, the Voting Members who are present must elect an individual present at the meeting to preside as the chair.

### **Chair to Determine Procedure**

- 3.7** In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a General Meeting, the individual presiding as chair will have the

authority to interpret and apply such rules of order as the meeting has adopted, if any, and determine matters in accordance with those rules, as well as the Act and these Bylaws.

### **Quorum required**

**3.8** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a General Meeting unless a quorum of Voting Members is present.

### **Quorum for General Meetings**

**3.9** The quorum for the transaction of business at a General Meeting is 2/3 of the Voting Members.

### **Lack of quorum at commencement of meeting**

**3.10** 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, and
- (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.

### **Attendance at General Meetings**

**3.11** In addition to Members, Directors and the Society's auditor, if any, the Board may also invite any other individual or individuals to attend a General Meeting as observers and guests. All observers and guests may only address the General Meeting assembly at the invitation of the individual presiding as chair, or by Ordinary Resolution.

### **Electronic Participation in General Meetings**

**3.12** The Board may decide, in its discretion, to hold any General Meeting in whole or in part by Electronic Means. When a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

individuals participating by Electronic Means are deemed to be present at the General Meeting.

### **If quorum ceases to be present**

**3.13** 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.

### **Adjournments by Chair**

**3.14** 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.

### **Notice of continuation of adjourned General Meeting**

**3.15** 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.

### **Order of business at General Meeting**

**3.16** The order of business at a 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' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,

- (ii) receive any other reports of Directors' activities and decisions since the previous annual General Meeting,
- (iii) elect or appoint Directors, and
- (iv) appoint an auditor, if any;
- (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.

### **Announcement of result**

**3.17** 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.

### **Proxy voting not permitted**

**3.18** Voting by proxy is not permitted.

### **Entitlement to vote**

**3.19** Each Voting Member in good standing is entitled to one vote on matters for determination by the Members. No other individual is entitled to vote on a matter for determination by the Members, whether at a General Meeting or otherwise.

### **Unanimity or consensus**

**3.20** The Members shall aim to make decisions primarily on the basis of unanimous agreement or with concurrence amongst Members as to the final decision.

### **Matters decided at General Meeting by Ordinary Resolution**

**3.21** If a decision cannot be made unanimously or through consensus under section 3.20, then a matter to be decided at a General Meeting must be decided by Ordinary Resolution unless the matter is required by the Act or these Bylaws to be decided by Special Resolution or by another resolution having a higher voting threshold than the threshold for an Ordinary Resolution.

### **Voting Other than at General Meeting**

**3.22** The Board may, in its sole discretion, conduct a vote of the Members, whether by mail-in ballot or Electronic Means, provided in each case that the Society provides each Member with notice of:

- (a) the text of the resolutions to be voted on;
- (b) the open and closing dates for casting a vote; and
- (c) instructions on how a Member may cast a vote.

### **Voting Methods**

**3.23** Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by show of hands;
- (b) by written ballot;
- (c) by roll-call vote or poll; or
- (d) by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a Member may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

### **Voting by chair**

**3.24** If the individual presiding as chair of a General Meeting is a Member, then they may, in their sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Members. An individual presiding as chair who is not a Member has no vote. The individual presiding as chair of a General Meeting does not have a second or a casting vote in the event of a tie and a motion or resolution that is tied is defeated.

## PART 4 – DIRECTORS

### Number of Directors on Board

4.1 The Society must have no fewer than 10 and no more than 12 Directors.

### Board composition

4.2 The Voting Members shall appoint the Directors to the Board and shall ensure that the composition of the Board includes:

- (a) one Director from each of the Voting Members, provided the Voting Member is a society or corporation and is not otherwise listed in this section 4.2;
- (b) one Director from Council;
- (c) one Director from the Squamish Nation or the Hiyám ta Skw̓wú7mesh Housing Society;
- (d) a minimum of one Director who, as of the time of their appointment, occupies an affordable housing unit within the District;
- (e) a minimum of one Director representing the private development sector, including any of the following occupations:
  - (i) real estate developers;
  - (ii) real estate agents;
  - (iii) residential builders;
  - (iv) residential contractors; and
  - (v) housing operators;
- (f) a minimum of two Directors with expertise or experience in support services or the housing or legal sector, including the following occupations:
  - (i) housing planners;
  - (ii) mortgage brokers / professionals;
  - (iii) financial / banking professionals;
  - (iv) property managers; and

- (v) legal professionals.

### **Term of appointment for Directors**

- 4.3 Directors shall be appointed for up to a three-year term for no more than two consecutive (three year) terms (for a total of six years). After serving a total of six consecutive years, any subsequent term must not commence less than one year after the previous term expired.

### **Election or appointment of Directors**

- 4.4 At each annual General Meeting, the Voting Members entitled to vote for the election or appointment of Directors must elect or appoint the Board.

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

- 4.5 The Board may, at any time, appoint an individual 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 of office.

### **Term of appointment of Director filling casual vacancy**

- 4.6 A Director appointed by the Board to fill a vacancy ceases to be a Director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

### **Expiration of appointed or elected Directors**

- 4.7 Each Director shall be appointed or elected in such a manner as to ensure that no more than one third (1/3) of Directors end their term in the same year.

### **Resignation from the Board**

- 4.8 A Director may resign from the Board by providing written notice to the Board.

### **Application for Directors**

- 4.9 An individual may apply to the Board in writing to become a Director and on acceptance by the Board will be a Director, provided that:
  - (a) subject to the limitation on the maximum number of Directors set out in section 4.1 of these Bylaws, the Board may, by Board Resolution, accept, postpone or refuse an application for Directorship. An individual becomes a Director on the date of the Board Resolution or such later date as specified therein;

- (b) the Board may refuse or postpone an application for Directorship for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Society; and
- (c) the decision of the Board to refuse a Director is final and without appeal.

### **Removal of Director**

**4.10** The Voting Members may remove a Director before the expiration of such Director's term of office by Special Resolution and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term. A Special Resolution to remove an individual as a Director will be deemed to expel the same individual from Membership in the Society, and vice-versa.

### **Ceasing to be a Director**

**4.11** An individual will immediately cease to be a Director:

- (a) upon the date which is the later of:
  - (i) the date of delivering their resignation in writing to the Chair or to the Address of the Society; and
  - (ii) the effective date of the resignation stated therein;
- (b) upon the date such individual is no longer a Member;
- (c) upon their removal; or
- (d) upon their death.

### **Powers of Directors**

**4.12** The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in General Meeting, but nevertheless subject to the provisions of:

- (a) all laws affecting the Society; and
- (b) these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing,



in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

### **Duties of Directors**

**4.13** Pursuant to the Act, every Director will:

- (a) act honestly and in good faith with a view to the best interests of the Society;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with the Act and the regulations thereunder; and
- (d) act in accordance with these Bylaws and when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Society.

### **Policies and Procedures**

**4.14** The Board of Directors may establish such rules, regulations, policies or procedures relating to the affairs of the Society as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the Act, the Constitution or these Bylaws.

### **Remuneration of Directors and Officers and Reimbursement of Expenses**

**4.15** The Directors shall serve as Directors and officers without remuneration , and the Directors shall not receive, directly or indirectly, any profits from their position as Directors or officers but may be paid reasonable expenses incurred by them in the performance of their duties. Directors may not be remunerated in any capacity; however, Directors may be reimbursed for necessary and reasonable expenses incurred while acting on behalf of the Society and the Board may by Ordinary Resolution provide a stipend to the Director representing the Squamish Nation or the Hiya'm ta Skwxwú7mesh Housing Society.

### **Investment of Property and Standard of Care**

**4.16** If the Board of Directors is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society.

The Board may establish further policies related to the investment of the Society's funds and property, provided that such policies are not contrary to the Act or these Bylaws.

## **PART 5 – DIRECTORS’ MEETINGS**

### **Calling Directors’ meeting**

**5.1** A Directors’ meeting may be called by the President or by any two (2) other Directors.

### **Notice of Directors’ meeting**

**5.2** At least two (2) days’ notice of a Directors’ meeting must be given unless all the Directors agree to a shorter notice period. However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary. For the purposes of the first meeting of the Board held immediately following the election of a Director or Directors conducted at a General Meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

### **Frequency of meeting**

**5.3** The Board shall hold a minimum of 4 Directors’ meetings per year, held on a quarterly basis, or more frequently at the discretion of the Board.

### **Additional or cancelled meetings**

**5.4** The Board may add additional meetings or cancel a scheduled meeting at the discretion of the Chair or by a majority vote of the Directors.

### **Attendance at Board Meetings**

**5.5** Every Director is entitled to attend each meeting of the Board. The Board by resolution may invite any individual or individuals to attend one or more meetings of the Board as advisors, observers or guests.

### **Participation by Electronic Means**

**5.6** The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means. When a meeting of the Board is conducted by Electronic Means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

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

- 5.8** 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.

### **Preparation for meetings**

- 5.9** Directors are expected to be adequately prepared for each meeting by reviewing all relevant information prior to the start of each meeting.

### **Conduct of Directors' meetings**

- 5.10** The Directors may regulate their meetings and proceedings as they deem fit.

### **Unanimity or consensus**

- 5.11** The Board shall aim to make decisions primarily unanimous agreement or with concurrence amongst all Members as to the final decision.

### **Quorum of Directors**

- 5.12** The quorum for the transaction of business at a Directors' meeting is 2/3 of the Directors appointed to the Board at the time of the meeting.

### **Director Conflict of Interest**

- 5.13** A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:
- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
  - (b) will disclose fully and promptly the nature and extent of their interest in the contract, transaction or matter;
  - (c) is not entitled to vote on the contract, transaction or matter;
  - (d) will absent himself or herself from the meeting or portion thereof;
  - (e) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
  - (f) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

### **Chair to Determine Procedure**

**5.14** In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Board, the individual presiding as Chair will have the authority to interpret and apply such rules of order as the meeting has adopted, if any, and determine matters in accordance with those rules, as well the Act and these Bylaws.

### **Minutes of Board Meetings**

**5.15** The Secretary or such other individual designated by the Board will ensure that minutes are taken for all meetings of the Board, to the standards established by the Board.

### **Passing Resolutions and Motions**

**5.16** Any issue at a meeting of the Board which is not required by the Act, these Bylaws or such rules of order as may apply to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

### **Resolutions in Writing**

**5.17** A Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

### **Entitlement to Vote**

**5.18** Each Director is entitled to one (1) vote on all matters at a meeting of Board. No other individual is entitled to a vote at a meeting of the Board.

### **Procedure for Voting**

**5.19** Except where expressly provided for in these Bylaws, voting on matters at a meeting of the Board may occur by any one or more of the following mechanisms, in the discretion of the Chair:

- (a) by show of hands;
- (b) by written ballot;
- (c) by roll-call vote or poll; or

- (d) by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a Member may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

## **PART 6 – BOARD POSITIONS**

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

**6.1** Directors must be elected or appointed to the following Board positions, and a Director, other than the President or the Vice-President, may hold the position of Secretary and Treasurer simultaneously:

- (a) President;
- (b) Vice-President;
- (c) Secretary; and
- (d) Treasurer.

### **Directors at large**

**6.2** 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.

### **Role of President**

**6.3** The President is the Chair of the Board and is responsible for supervising the other Directors in the execution of their duties.

### **Role of Vice-President**

**6.4** 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.

### **Role of Secretary**

**6.5** The Secretary is responsible for doing, or making the necessary arrangements for, the following (unless any of the following are delegated to staff by Ordinary Resolution of the Board):

- (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.

### **Absence of Secretary from meeting**

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

### **Role of Treasurer**

**6.7** The Treasurer is responsible for doing, or making the necessary arrangements for, the following (unless any of the following are delegated to staff by Ordinary Resolution of the Board):

- (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) making the Society's filings respecting taxes.

### **Term of Officer**

**6.8** The term of office for each officer will be one (1) year, commencing on the date the Director is elected as an officer in accordance with section 4.4 and continuing until the first meeting of the Board held after the next following annual General Meeting. A Director may be elected as an officer for no more than six consecutive terms.

### **Removal of Officers**

**6.9** An individual may be removed as an Officer by Board Resolution.

### **Replacement of Officers**

**6.10** Should the Chair or any other officer for any reason be unable to complete their term, the Board will remove such officer from their office and will elect a replacement without delay.

## **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of Directors**

**7.1** 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.

### **Signing authority**

- 7.2** 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 signatures, 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.

### **No Corporate Seal**

**7.3** The Society will not have a corporate seal.

### **Signing Officers**

**7.4** The Board will, from time to time by Board Resolution, appoint signing officers who are authorized to sign cheques and all banking documents on behalf of the Society.

## **PART 8 – ANNUAL REPORT AND FINANCIAL MATTERS**

### **Annual report**

- 8.1** The Society shall prepare and deliver an annual report to the District by April 30<sup>th</sup> each year that includes:
- (a) a review of the activities conducted by the Society in the preceding year;
  - (b) financial expenditures incurred by the Society in the preceding year;
  - (c) the Society's initiatives for the upcoming year; and

- (d) changes to the housing needs of the community, as identified by the Society.

### **Presentation of annual report**

- 8.2** The Society shall present the annual report referred to in section 8.1 at a Council meeting on a date specified by Council.

### **Questions from Council**

- 8.3.** Council may submit a question for consideration by the Society, and the Society shall respond to this question within a timeframe mutually agreeable to Council and the Society.

### **Accounting Records**

- 8.4** The Society will maintain such financial and accounting records and books of account as are required by the Act and applicable laws.

### **Borrowing Powers**

- 8.5** In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise, borrow or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

### **Restrictions on Borrowing Powers**

- 8.6** The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

### **When Audit Required**

- 8.7** The Society is not required to be audited. However, the Society will conduct an audit or review of its annual financial statements if:
  - (a) the Directors determine to conduct an audit or review engagement by Board Resolution; or
  - (b) the Members require the appointment of an auditor by Ordinary Resolution, in which case the Society will appoint an auditor qualified in accordance with Part 9 of the Act and these Bylaws.

### **Appointment of Auditor at Annual General Meeting**

- 8.8** If the Society determines to conduct an audit, an auditor will be appointed at an annual General Meeting to hold office until such auditor is reappointed at a subsequent annual



General Meeting or a successor is appointed in accordance with the procedures set out in the Act or until the Society no longer wishes to appoint an auditor.

### **Vacancy in Auditor's Office**

**8.9** Except as provided in section 8.10, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual General Meeting.

### **Removal of Auditor**

**8.10** An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Act.

### **Notice of Appointment**

**8.11** An auditor will be promptly informed in writing of such appointment or removal.

### **Auditor's Report**

**8.12** The auditor, if any, must prepare a report on the financial statements of the Society in accordance with the requirements of the Act and applicable law.

### **Participation in General Meetings**

**8.13** The auditor, if any, is entitled in respect of a General Meeting to:

- (a) receive every notice relating to a meeting to which a Member is entitled;
- (b) attend the meeting; and
- (c) be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

## **PART 9 – STAFFING**

### **Hiring staff**

**9.1** The Board may appoint an executive director of the Society as it deems appropriate and necessary to execute the purposes of the Society's Constitution and these Bylaws. The executive director shall be accountable to the Board and shall be responsible for hiring and

management of any other employees of the Society and all such employees shall be accountable to the executive director.

### **Directors may not serve as employees**

**9.2** Directors may not serve as employees of the Society.

## **PART 10 – INDEMNIFICATION AND INSURANCE**

### **Indemnification of Directors and Eligible Parties**

**10.1** To the extent permitted by the Act, each Director and eligible party (as defined by the Act) will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that individual by reason of their holding or having held authority within the Society:

- (a) is or may be joined as a party to such legal proceeding or investigative action; or
- (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

### **Purchase of Insurance**

**10.2** The Society may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such individual as a Director, officer, employee or agent.

## **PART 11 - COMMITTEES**

### **Creation and Delegation to Committees**

**11.1** The Board may create such standing and special committees, working groups or task forces as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by Board Resolution.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

## **Standing and Special Committees**

**11.2** Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period.

A special committee will automatically be dissolved upon the earlier of the following:

- (a) the completion of the specified time period; or
- (b) the completion of the task for which it was created.

## **Terms of Reference**

**11.3** In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

## **Meetings**

**11.4** The Members of a committee may meet and adjourn as they believe proper, and meetings of the committees will be governed by the rules set out in these Bylaws governing proceedings of the Board (with the necessary changes having been made to ensure that the language makes sense in the context).

## **PART 12 - NOTICES**

### **Method of Giving Notice**

**12.1** Except as otherwise provided in these Bylaws, a notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such individual's Registered Address, or, where a Member or Director has provided an e-mail address, by e-mail, respectively.

### **When Notice Deemed to have been Received**

**12.2** A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be

expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered personally, by delivery or courier, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

### **Days to be Counted in Notice**

- 12.3** If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

## **PART 13 –DISSOLUTION**

### **Winding up or dissolution**

- 13.1** Upon winding-up or dissolution of the Society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the winding-up, including the remuneration of a liquidator, and after the payment of any other debts of the Society, shall be distributed to the District, who in accordance with the Act will hold the assets as a trustee on trust for a charitable purpose compatible with the purposes of the Society, If the Act is amended such that the District is not capable of being a qualified recipient on the foregoing terms and conditions, the assets will be distributed to District on such terms and conditions that are set out in the amended Act or to another qualified recipient under the District's control. .