

Panorama Neighbourhood Association

Constitution and Bylaws (approved AGM November 4th 2012)

Constitution of Panorama Neighbourhood Association

We the undersigned do hereby declare that we desire to form a community association under the Societies Act and:-

1. The name of the Association is:-

"Panorama Neighbourhood Association"

2. The purpose and mandate of the **Panorama Neighbourhood Association** is to address and collaborate on the following:

- Security and safety/crime concerns
- Preservation (parks & land)
- Voice neighbourhood opinions on area development
- Support community events
- Serve as a communication platform for residents
- Connect neighbourhood resources
- Engage and connect residents of our community

Bylaws of Panorama Neighbourhood Association

PART 1 – Interpretation

1 In these bylaws, unless the context otherwise requires:

“Association” and “Society” mean the Panorama Neighbourhood Association;

“Director” means the Directors of the Association;

“Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;

“Registered address of a member” means his address as recorded in the Register of members;

2 The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

- 3 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

PART 2 - Membership

Members

- 4 The members of the Association are the applicants for incorporation of the Association, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 5 Any individual or family residing in the Panorama community between Highway 10 and 64th Street and between 144th Avenue to 156th Avenue will become a member of the Association by submitting a completed registration form to the Executive, accompanied by the prescribed membership fee.
- 6 Each member shall inform the Secretary or his designate in writing of his up-to-date address and email address for the purposes of receiving notices from the Association. This is an ongoing obligation.
- 7 Every member must uphold the constitution and comply with these bylaws.
- 8 The amount of the first annual membership dues must be determined by the directors and after that, the annual membership dues must be determined at the Annual General Meeting of the Association.

Cessation of membership

- 9 A person ceases to be a member of the Association:
 - (a) by delivering his resignation in writing to the secretary of the Association or by mailing or delivering it to the address of the Association;
 - (b) on his death or in the case of a corporation or organization, upon its dissolution.
 - (c) on being expelled;
 - (d) on having been a member not in good standing for 12 consecutive months or
 - (e) upon permanently moving outside the physical boundaries of the Association. A member can request an exemption in writing to remain a member of the Association and may be retained if they can present to the Executive valid reasons why their member status should be continued.
- 10 The Directors may, by a two-thirds vote of Directors present, expel a member for any reason. Membership dues will not be reimbursed to any expelled member.

- 11 A Member subject to a vote for expulsion must be given at least seven days written notice of such a meeting, and a brief description of the reason(s). He will also be given the opportunity to defend in person or by agent prior to the vote.
- 12 (1) A member may be expelled by a special resolution of the members passed at a general meeting.
- (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Members and Good Standing

- 13 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the Association, and the member is not in good standing so long as the debt remains unpaid.
- 14 Membership types - There shall be two (2) categories of membership: **Resident Membership** and **Business Membership**.
- (a) Resident Membership: A Resident Member shall be any person or family, who has applied for membership to the Association and has paid the prescribed fees. One family or household is considered as one member for voting purposes.
- (b) Business Membership: A Business Member shall be any person or persons representing a commercial or non-profit organization. Business Membership shall receive all the same privileges as Resident Members exclusive of voting privileges. Business members can only apply for Executive positions if they are also residents of the community as per the Association's defined boundaries.
- 15 Membership fees shall be for each calendar year, except for new members who join and pay membership fees after October 1st who will be considered members until the end of the following calendar year.
- 16 Membership fees are payable in advance on the first day of January each year.
- 17 Members in arrears may not vote at meetings of the Association or exercise any other rights or privileges of membership in the Association. They may be excluded from the regular membership communications until membership is no longer in arrears.

PART 3 - Meeting of members

- 18** General meetings of the Association must be held at such time and place, in accordance with the *Society Act*, as the directors decide;
- 19** Every general meeting, other than an Annual General Meeting, is an extraordinary general meeting;
- 20** The Directors may, whenever they think fit, convene an *extraordinary general meeting*.
- (1) Notice of a general meeting shall specify the place, the day, and the hour of meeting, and in the case of special business, the general nature of that business;
- (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any of the members entitled to receive notice, does not invalidate any of the proceedings at that meeting;
- 21** The *first Annual General Meeting* of the Association must be held not more than 12 months after the date of incorporation and thereafter an Annual General Meeting shall be held at least once in every calendar year and not more than 15 months after holding the preceding Annual General Meeting.
- 22** The *Annual General Assembly* will be announced in person, by phone or by email by the Executive to all members and be posted on the Association’s website more than two (2) weeks prior to the meeting.

PART 4 – Proceedings at General Meetings

23 Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order and;
- (b) all business that is transacted at an Annual General Meeting, except the following:
- i) the adoption of rules of order;
 - ii) the consideration of financial statements;
 - iii) the report of the Directors;
 - iv) the report of the auditor, if any;
 - v) the election of Directors;
 - vi) the appointment of the auditor, if required;
 - vii) and such other business as, under these bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

24 Quorum

- (a) No business, other than the election of a Chairperson and the adjournment of termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present;
- (b) 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 the meeting is adjourned or terminated;
- (c) A quorum is 10% of the Association's active Members, or such greater number as the members may determine at a general meeting;
- (d) If within 30 minutes from the time appointed for a member's meeting a quorum is not present, the meeting 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 30 minutes from the time appointed for the meeting, the members present constitute a quorum, provided there are at least three (3) members present;

25 Subject to By-law 26, the President of the Association, the Vice-President, or in the absence of both, one of the other Directors present shall preside as Chairperson of a general meeting.

26 If at a general meeting:

- a) there is no President, Vice-President, or other Director present within 15 minutes of the time appointed for holding the meeting; or
- b) the President and all other directors present are unwilling to act as Chairperson, the members present shall choose one of their number to be Chairperson.

27 (1) A general 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.

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(3) Except as provided in this by-law, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.

28 (1) No resolution proposed at a general meeting need be seconded, and the Chairperson of a meeting may move or propose a resolution.

(2) In the case of an equality of votes, the Chairperson shall not have a casting or second vote in addition to the vote to which he may be entitled as a member, and the proposed resolution shall not pass.

- 29** (1) A member in good standing present at a meeting of members is entitled to one vote.
(2) Voting is by a show of hands, unless the members present otherwise decide.
(3) Voting by proxy is not permitted.
(4) Only resident members are authorized to vote.
- 30** Every member of legal voting age has one (1) vote. A family, organization or business entity is considered as 1 member for voting purposes. A show of hands shall decide every vote at every meeting unless a ballot has been properly requested.
- 31** A written ballot shall be used if at least two (2) Members request it verbally at a meeting, or in writing prior to a meeting. In such case, the President or the presiding officer may set the time, place and method for a ballot vote.
- 32** At all general meetings, a majority of the valid votes present, shall be necessary to pass a motion, except where the Act or these Bylaws provide otherwise, with the exception of amendments to the Constitution and bylaws of the Panorama Neighbourhood Association, which must be approved by no fewer than two-thirds (2/3) of the voting members present whose numbers shall not be less than three-quarters (3/4) of the members in good standing.

PART 4 – Directors and Officers

- 33** (1) The directors may exercise all the powers and do all the acts and things that the Association may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in a general meeting but subject, nevertheless, to
- (a) all laws affecting the Association,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the Association in a general meeting.
- (2) A rule, made by the Association in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

34 Number of Directors

- (1) The president, vice-president, treasurer, secretary and one or more other persons are the directors of the Association.
- (2) There can be an additional 1 to 5 directors not holding executive positions. These will be deemed counselors at large.
- (3) The total number of directors must be 5 or more.

35 Election of Officers and Directors

- (1) The first Directors shall retire at the first Annual General Meeting following the incorporation. They remain eligible to present themselves for election at the first Annual General Meeting.
- (2) The directors must retire from office at the end of the next Annual General Meeting following a two-year term.
- (3) Any director is eligible for re-election if he so wishes.
- (4) Separate elections must be held for each office to be filled.
- (5) An election may be by acclamation; otherwise it must be by vote.
- (6) If a successor is not elected, the person previously elected or appointed continues to hold office.
- (7) All directors and officer positions are elected for a term of two years.

36 (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

(2) A director so appointed holds office only until the next election of officers and directors of the Association, but is eligible for re-election at the meeting.

37 (1) If a President, Vice-President, Treasurer or Secretary-Treasurer resigns his/her office or otherwise ceases to hold office, the remaining directors shall appoint a member to take their place.

38 An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

39 The members may, by special resolution, remove a director before the expiration of his/her term of office and may elect a successor to complete the term of office.

40 A director must not be remunerated for being or acting as a director, but a director shall be reimbursed for approved expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Association.

PART 6 – Proceeding of Directors

- 41** (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The quorum for director meetings to conduct business is set to a majority of the directors then in office and can be no less than 3 and must include a minimum of two (2) officers.
- (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present, the vice-president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
- 42** (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (2) A committee so formed must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- 43** A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 44** The members of a committee may meet and adjourn as they think proper.
- 45** For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general 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 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.
- 46** A director who may be absent temporarily from British Columbia may send or deliver to the address of the Association a waiver of notice, which may be by letter, fax or email, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of directors is not required to be sent to that director, and
- (b) any and all meetings of the directors of the Association, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.

- 47** (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
(2) In the case of a tie vote, the chair does not have a second or casting vote, and the motion is defeated.
- 48** A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 49** A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

PART 7 – Duties of Officers

- 50** (1) The president presides at all meetings of the Association and of the directors.
(2) The president is the chief executive officer of the Association and must supervise the other officers in the execution of their duties.
- 51** The vice-president must carry out the duties of the president during the president's absence.
- 52** The secretary must do the following:
(a) conduct the correspondence of the Association;
(b) keep minutes of all meetings of the Association and directors;
(c) have custody of all records and documents of the Association except those required to be kept by the treasurer;
(d) have custody of the common seal of the Association (if applicable).
(e) maintain the register of members.
- 53** The treasurer, or person designated by the Directors, shall keep such financial records, including books of account, as are necessary to comply with the Society Act, and the Treasurer shall render financial statements to the Directors, members and others when required.
- 54** (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
(2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 34.
- 55** In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

PART 8 – Seal

- 56 The directors may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.
- 57 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or, if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

PART 9 – Borrowing

- 58 In order to carry out the purposes of the Association the directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 59 A debenture must not be issued without the authorization of a special resolution.
- 60 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next Annual General Meeting.

PART 10 – Auditor

- 61 This part applies only if the Association is required or has resolved to have an auditor.
- 62 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 63 At each Annual General Meeting the Association shall appoint an auditor to hold office until the auditor or a successor is appointed at the next Annual General Meeting.
- 64 An auditor may be removed by ordinary resolution.
- 65 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 66 A director or employee of the Association must not be its auditor.
- 67 The auditor may attend general meetings.

PART 11 – Notices to Members

- 68** A notice must be given to a member, either personally, by phone, by email, or by mail to the member's registered address or email address.
- 69** A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 70** A notice sent by email is deemed to have been given on the second day following the day on which it was sent.
- 71** (1) Notice of a general meeting must be given to
- (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if Part 10 applies
- (2) No other person is entitled to receive a notice of a general meeting.

PART 12 – Bylaws

- 72** On being admitted to membership, each member is entitled to, and the Association must give the member without charge, a copy of the constitution and bylaws of the Association.
- 73** These bylaws must not be altered or added to except by special resolution.