

## DUNBAR RESIDENTS' ASSOCIATION

### CONSTITUTION

1. The name of the Society, hereinafter known as “the Society”, is DUNBAR RESIDENTS’ ASSOCIATION.
2. The purposes of the Society are:
  - a. to preserve, strengthen and enhance the unique character and heritage of Dunbar by any method including, without limitation,
    - i. maintaining a balance of demographic, social, occupational, educational and recreational diversity,
    - ii. promoting the integration of new development with existing patterns, be they demographic, architectural or environmental,
    - iii. preserving access into the community for members of both the Dunbar community and the community of metropolitan Vancouver, and
    - iv. insisting that the level of municipal and provincial services and infrastructure is maintained as Dunbar evolves;
  - b. to formulate and promote the implementation of plans for the desired future development of the Dunbar community including, without limitation, those relating to housing, open space, population mixture, density, land development and other matters that may affect the quality of life in the community;
  - c. to review any legislation, bylaws, regulations, rules and recommendations of any federal, provincial or civil governmental bodies, agencies and commissions that relate to any aspect of the Dunbar community and to take appropriate action to guide and influence such bodies, agencies and commissions to act in a manner favourable to the community;
  - d. to cooperate and communicate with governmental, institutional and private bodies, agencies, corporations and societies in connection with any matters that relate to the Dunbar community;
  - e. to convene general, public meetings that are open to all residents of the Dunbar community where information may be shared, opinions aired and decisions made;
  - f. to exchange information and interact with similar community organizations in other areas of the City of Vancouver and surrounding municipalities in order to influence the planning for any future overall development that may affect the City of Vancouver;
  - g. to communicate and cooperate with other Dunbar community organizations;
  - h. to communicate with other local, national and international neighbourhood associations having similar purposes;
  - i. to raise revenues to carry out the purposes of the Society;
  - j. to respond to and deal with, as they arise, any matter that may affect the Dunbar community;
  - k. to do all other things which the Directors of the Association deem appropriate in furtherance of or that are ancillary to the purposes of the Association.

## BYLAWS

### DEFINITIONS

1. In these Bylaws:
  - a. “Special resolution” is as defined in the *BC Society Act*;
  - b. “Act” is the *BC Society Act*, as amended from time to time, and any successor legislation;
  - c. “Association” is the Dunbar Residents’ Association;
  - d. “Board” is the Board of Directors of the Association;
  - e. “Constitution” is the Constitution of the Association;
  - f. “Dunbar” means that area of the City of Vancouver, Province of British Columbia, within the boundaries formed by 16th Avenue, Puget Drive, King Edward Avenue, Mackenzie Street, Southwest Marine Drive, Camosun Street including Southlands School, 29th Avenue, and Imperial Street; and
  - g. any notice or consent which is required to be “written” or done “in writing” may be done via email.

### MEMBERSHIP

2. There shall be one class of membership: household.
3. Applicants for membership must be:
  - a. 17 years of age or older; and
  - b. ordinarily resident in Dunbar.
4. Notwithstanding Bylaw 3, the Board may, by a 2/3 majority, permit a person who does not otherwise qualify for membership to hold membership in the Association on such terms as the Board may think appropriate.
5. Upon registration of a membership, the household shall identify to the Association one representative to whose attention communications may be sent in satisfaction of all communications with that household.
6. The membership fee shall be determined by the Board from time-to-time, and the Board may establish categories of reduced fees.
7. All members are in good standing except any 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; or the member has failed to provide either a mailing address or email address. Such a member is not in good standing until the debt is paid or the mailing address or email address of the representative has been provided to the Association.

8. All members in good standing shall have the right to receive notice of and to attend at all general meetings of the Association, and so far as may be practicable to take part in the activities of the Association.
9. All members in good standing for six months shall have the right to vote at all general meetings of the Association.
10. Every member of the Association shall have one vote, provided the member is in good standing. A household must advise the Association of the name of the voting member. Two days' notice to the Board is required to change the name of the designated party.
11. Voting at general meetings of the Association shall be either by a show of hands or by secret ballot as determined by each meeting's Chair. Voting by proxy is not permitted.
12. Every member shall furnish to the Association an email address or a mailing address.
13. Every member shall uphold and comply with the Association Constitution and these Bylaws.
14. The Board may, by majority vote, expel any member from membership in the Association.
15. A member may resign from the Association at any time by delivering written notice to any officer or director of the Association or otherwise as the Association may provide from time to time. The member's resignation shall take effect upon delivery, unless otherwise specified in the notice. Only the representative may deliver such notice on behalf of the household.
16. No member's personal debts, obligations, or liabilities to the Association are extinguished, terminated, waived, or otherwise affected by that member's expulsion or resignation.
17. Memberships expire on September 30 each year.

#### ASSOCIATION MEETINGS

18. The annual general meeting of the Association must be held at such time and place in the City of Vancouver as the Board decides in accordance with the Act.
19. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
20. The Board may convene an extraordinary general meeting of the Association whenever they think fit.
21. If at any time there are not within the City of Vancouver sufficient Directors capable of forming a quorum, the President or Secretary acting alone, or any two other Directors jointly may convene a general meeting in the same manner as nearly as possible as that by which general meetings may be convened by the Directors.

22. The Board must convene an extraordinary general meeting on the written request of not fewer than twenty members in good standing. The request must state the objectives of the meeting and must be signed by those requesting the meeting and must be deposited at the address of the Association or otherwise delivered as the Board may provide from time to time.
23. If the Board does not within twenty-one days from the date of the deposit of a request under Bylaw 21 proceed to convene a general meeting, those members requesting the meeting may themselves convene a meeting, but any meeting so convened must be held within three months of the date of deposit of the request.
24. All general meetings of the Association shall be convened by giving to each member written notice in such form as the Board may from time to time establish, but such written notice must:
  - a. set out the place, the date, and the hour of the meeting;
  - b. in the case of an extraordinary general meeting, set out the business to be conducted at that meeting; and
  - c. be given at least 14 days before the date set for the meeting.
25. 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 proceedings at that meeting.
26. The quorum at a general meeting and an extraordinary general meeting shall be not fewer than five (5) members in good standing present in person.
27. The President, or in her or his absence, the Vice-president of the Association, shall preside as Chair at every general meeting of the Association. In the absence of the President and Vice-president the members present shall choose one of their number to be Chair.
28. The Chair of a general meeting shall not cast a vote except in the case of a tie.
29. The agenda for an annual general meeting must include:
  - a. adopting the agenda;
  - b. adopting the minutes of the most-recent general meeting;
  - c. considering the President's report;
  - d. considering the Treasurer's report;
  - e. election of directors;
  - f. the conduct of any business set out in the notice of the meeting; and
  - g. other matters of which any required notice has been properly given.
30. The agenda for an extraordinary general meeting may only include:
  - a. adopting the agenda;
  - b. adopting the minutes of the most-recent general meeting; and

- c. the matters specified in the notice of the extraordinary general meeting.
- 31. A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 32. When a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- 33. Except as provided in these Bylaws, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 34. At the Chair's discretion, the members present at a general meeting may hold the discussion of an item in camera, but any resolution passed during an in camera session must be recorded in the minutes of the meeting.
- 35. Unless otherwise specified by the Association at a general meeting, general meetings of the Association shall be conducted in accordance with the Simplified Robert's Rules of Order.

## DIRECTORS

- 36. The Directors of the Association shall exercise their powers and duties under the Act through the Board to conduct the business, discipline, and management of the Association subject to the Act, the Constitution, and these Bylaws.
- 37. The Directors are elected for a term of one year at the annual general meeting.
- 38. The Association shall have a minimum of 5 Directors and maximum of 16 directors.
- 39. Any member in good standing who is 19 years of age or older shall be eligible for election as a Director. A retiring Director shall be eligible for re-election.
- 40. The Board may appoint a member as a director to fill a vacancy in the directors. A Director so appointed holds office only until the end of that directorship's term. The Board may not exercise its power of appointment if a Director has been removed by special resolution under section 44 and a general meeting has been requested or scheduled to elect a successor to that Director.
- 41. A director appointed under section 40 is eligible for election at the general meeting which concludes her or his term.
- 42. A Director may resign by delivering written notice to any officer of the Association. Such resignation shall take effect immediately on delivery, unless otherwise specified in the notice.
- 43. The members may, by special resolution, remove a Director before the expiration of his or her term of office, and may elect a successor to complete the term of office.

44. The Board may from time to time set the quorum necessary for it to conduct business, and unless so set the quorum is four Directors.
45. An act or proceeding of the Directors is not invalid merely because there are fewer than the prescribed number of directors in office.
46. No director shall be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessary and reasonably incurred while engaged in the affairs of the Association.

#### PROCEEDINGS OF DIRECTORS

47. The Board may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit.
48. The Board may meet in person, by telephone, or other communication medium if all directors participating in the meeting are able to communicate with each other.
49. Questions arising at any meeting of the Board and committees of the Association must be decided by a majority of votes of the Directors present.
50. The Chair does not have a vote except in the case of a tie vote, in which case the Chair shall have a casting vote.
51. A Director may, and the secretary on the requisition of a director must, at any time summon a meeting of the Board. Such a meeting must be held within 7 days of the date of such requisition unless the requesting Director agrees otherwise.
52. The officers of the Association shall be appointed by the Directors from their own number, and shall consist of a President, a Secretary, and a Treasurer, and such other officers or assistant officers as the directors may from time to time see fit to appoint.
53. Any officer may be removed from office by a resolution passed by a majority of not less than two-thirds of the Directors present at a meeting of the Board.
54. The officers of the Association shall be appointed by the directors at their first meeting following the annual general meeting.

#### DUTIES OF OFFICERS

55. The President presides at all general meetings of the Association and at all meetings of the Board.
56. The Vice-president, if a Director is appointed to such a position, or, otherwise, the Secretary, must carry out the duties of the President during the President's absence.

57. The Secretary must do or cause to be done the following:

- a. conduct all correspondence as directed by the Board;
- b. issue notices of meetings of the Association and Board;
- c. keep minutes of all meetings of the Association and Board;
- d. keep proper books and records in all respects and affairs of the business of the Association;
- e. maintain the register of members;
- f. ensure that all reports required to be filed under the Act, Income Tax Act, or other law are duly filed in a timely manner;
- g. otherwise carry out all duties assigned to her or his office from time to time by the Board;
- h. ensure publication of written notification of the Annual General Meeting to members; and
- i. if the Association has no Vice-president, carry out the duties of the President during the President's absence.

58. The Treasurer must do or cause to be done:

- a. keep the financial records, including books of account, necessary to comply with the Act;
- b. render financial statements to the directors, members and others when required;
- c. ensure all Association fees, dues assessments, donations, gifts, grants and moneys due or made to the Association are collected;
- d. ensure all bills are paid on behalf of the Association;
- e. ensure accurate records of all receipts and expenditures of the Association are maintained; and
- f. keep a safe custody of all moneys, bonds and securities of the Association under the supervision of the Board.

59. The Association must maintain at least one account with a savings institution for the deposit of funds.

## BORROWING

60. In order to carry out the purposes of the Association the Board 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.

61. A debenture must not be issued without the authorization of a special resolution.

62. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

COMMITTEES

- 63. The Directors may delegate any but not all of their powers to committees. These committees may consist of members and directors.
- 64. Any committee of the Association must in the exercise of their powers conform to any regulations imposed on them by the Directors. Otherwise, committees may regulate their meetings as they think fit.
- 65. The committees must report their activities to the next meeting of the Board.

ALTERATION OF BYLAWS

- 66. These Bylaws must not be altered or added to except by special resolution at an annual meeting or extraordinary meeting.

AUTHENTICATED and CERTIFIED a true copy this \_\_\_\_ day of November, 2017.

Secretary: \_\_\_\_\_

Date Approved: \_\_\_\_\_

Date Amended: \_\_\_\_\_