

Bylaws of DENMAN COMMUNITY HOUSING SOCIETY (the “Society”)

Part 1 - DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws, unless the context otherwise requires:

“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;

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

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

Application for membership

2.1 A person is eligible for membership in the Society if he/she is 19 years or older and is either:

a) a resident of Denman Island, or

b) a registered owner of real property located on Denman Island (whether resident or not).

Any person who is eligible to become a member in the Society according to the Act, its regulations and these Bylaws may apply to the Board for membership by providing their name and the address of the property on Denman Island at which the person resides, or of which the person holds title. The applicant shall become a member upon the Board's acceptance of the application and receipt of the applicable annual dues, if any.

Voting members

2.2 Only members in good standing of the Society have the right to vote on every matter at a general meeting of the members.

Duties of members

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

Amount of membership dues

2.4 There are no annual dues payable for being a member of the Society, unless annual membership dues have been determined by the Directors by a resolution passed at a duly called board meeting.

Member not in good standing

2.5 A member is not in good standing upon:

- a) ceasing to meet the membership requirements set out in Bylaw 2.1, or
- b) failing to pay the applicable annual membership dues, if any, when due.

Member not in good standing may not vote

2.6 A member who is not in good standing:

- a) may not vote at a general meeting,
- b) is deemed not to be a voting member for purposes of consenting to a resolution of the members,
- c) may not inspect the Society's records as set out in Bylaw 2.8.

Termination of membership

2.7 A person's membership in the Society may be terminated by the Board if the person is not in good standing.

Inspection of records by members

2.8 A member in good standing may inspect and/or copy only the records of the Society set out in section 20(1) of the Societies Act.

Part 3 - GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 An annual general meeting must be held at least once in every calendar year.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

- a) consideration of any financial statements of the Society presented to the meeting;
- b) consideration of the reports, if any, of the directors or auditor;
- c) election of directors to replace those whose terms of office have expired;
- d) appointment of an auditor, if any; and
- e) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice for a general meeting

3.3 A notice of a general meeting must state the date, time and location of the meeting, and whether by electronic means, as well as 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, including notice of any special resolution to be submitted to the meeting.

3.4 Notice of a general meeting must be provided:

- a) in a local newspaper or newsletter on Denman Island at least once in each week of the 3 weeks (21 days) before the meeting.
- b) by email to the email address of every member of the society for whom the society has an email address in the register of members, and
- c) is posted on a website that is maintained by or on behalf of the society and is accessible to all of the members of the society, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held.

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 Board chair,

- (ii) the vice-chair, if the Board chair is unable to preside as the chair, or
- (iii) one of the other directors present at the meeting, if both the Board chair and vice-chair 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.

Quorum required

- 3.7 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

- 3.8 The quorum for the transaction of business at a general meeting is the members present with a minimum of 10 members.

Lack of quorum at commencement of meeting

- 3.9 If, within 15 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 15 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.

If quorum ceases to be present

- 3.10 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

3.11 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

3.12 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

3.13 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.

Methods of voting

3.14 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members.

Announcement of result

3.15 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

3.16 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.17 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.

Part 4 - DIRECTORS

Number and qualifications of directors on Board

- 4.1 The Society must have no fewer than 3 and no more than 15 directors. Only members in good standing are eligible to stand for election as directors.
- 4.2 An exception may be made for external directors who provide key expertise to the Society but do not meet the membership requirement of being a resident of or property owner on Denman Island. The number of external directors may not exceed 25% of the total number of directors.

Election or appointment of directors

- 4.3 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.
- 4.4 An election may be by acclamation, otherwise it must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members.
- 4.5 The society will endeavour to form a board that is representative of the principles of equity, diversity, inclusion and belonging.
- 4.6 The elected board of directors shall elect officers of the society at the first regular meeting after an AGM.

Staggered terms of directors

- 4.7 On the first election, 50% of the directors shall be elected for a two-year period, with the remainder to be elected for a one-year period. At subsequent elections all directors eligible for election will be elected for a two-year period.

Directors may fill casual vacancy on Board

- 4.8 The Board may, at any time, appoint a 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, or the director's removal from office by the Board pursuant to Bylaw 5.6, during the director's term of office.

Term of appointment of director filling casual vacancy

- 4.9 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.

Part 5 - PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

- 5.1 A directors' meeting may be called by the chair or by any 2 other directors.

Notice of directors' meeting

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

Conduct of directors' meetings

- 5.3 The directors may regulate their meetings and proceedings as they think fit.
- 5.4 Motions arising at a meeting of the directors or committee of directors shall be decided by a majority. In the case of a tie vote, the chair does not have a second or casting vote.
- 5.5 A resolution in writing (including email), signed (or approved by email) by a majority of the directors is as valid and effective as if regularly passed at a meeting of directors. Such motions are to be confirmed in the minutes of the next board meeting.

Quorum and participation of directors in meeting

- 5.6 The quorum for the transaction of business at a directors' meeting is a majority of the directors. The directors may participate in the meeting either in person or by telephone or other communication medium determined by the Board to be suitable such that all of the persons participating in the meeting are able to communicate with each other.

Removal of directors

- 5.7 A director may be removed from office by a resolution passed at a meeting of the Board by at least 2/3 of the votes cast by the directors participating in the meeting, due in the opinion of the participating directors to such director:
- a) being delinquent, negligent or dishonest in the performance of the director's duties,
 - b) violating the director's fiduciary duties to the Society,
 - c) acting in a manner that is contrary to the best interests of the Society,
 - d) bringing disrepute to the Society,
 - e) creating a dysfunctional environment for the Board, through inappropriate or disrespectful behaviour, or
 - f) acting contrary to the Board's decisions, policies and public positions.
- 5.8 The Board shall only remove a director from office after giving the director notice of the specific charges and an opportunity to refute the charges before the Board.

Part 6 - ROLES OF DIRECTORS

Director's role

- 6.1 The directors may exercise all the powers and do all the acts and things that the society 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 society in a general meeting, but subject, nevertheless, to
- a) all laws affecting the society,
 - b) these bylaws, and
 - c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting

A rule, made by the society in a general meeting, does not invalidate a prior act of the directors.

Fiduciary responsibility

- 6.2 Directors have a fiduciary responsibility to the Society and its long-term vision and mission, rather than the members or any other interest groups. In most cases this fiduciary responsibility will be aligned with the membership.

Election or appointment to Board positions

- 6.3 Directors must be elected or appointed to the following Board positions, and a director may hold more than one position other than a) and b):
- a) chair or two co-chairs;
 - b) vice-chair;
 - c) secretary;
 - d) treasurer.

Directors at large

- 6.4 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. Directors at large will be assigned specific roles and/or positions by the Board.

Role of chair

- 6.5 The chair of the Board is responsible for facilitating and supporting the work of the other directors in the execution of their duties.

Role of vice-chair

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

Role of secretary

- 6.7 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.

Absence of secretary from meeting

- 6.8 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

- 6.9 The treasurer is responsible for ensuring that necessary arrangements are made for:
- 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) rendering of financial statements to directors, members and others when required;
 - d) making the Society's filings respecting taxes.
 - e) providing oversight of financial support services, and
 - f) Providing oversight when a financial committee exists.

Part 7 - REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of Directors

- 7.1 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.

Signing authority

- 7.2 A contract, letter or other record must be signed on behalf of the Society by one or more individuals authorized by the board.
- 7.3 Payments made by the Society (via cheque, e-transfer or other method) must be signed by two individuals authorized by the board and registered with the Society's financial institution(s) as signing authorities.

Part 8 - GAIN FOR MEMBERS & SOCIETY

- 8.1 The activities and purposes of the Society shall be carried on without purpose of gain for its members, and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society.