

WESTSIDE CELEBRATION SOCIETY BYLAWS

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	PAGE
1	PART I - INTERPRETATION
2	PART II - MEMBERSHIP
3	PART III - MEETINGS OF MEMBERS
4	PART IV - ORDER OF BUSINESS
5	PART V - DIRECTORS AND OFFICERS
6	PART VI - STANDING COMMITTEE
7	PART VII - FISCAL POWER
8	PART VIII - ACCOUNTS OF THE SOCIETY
9	PART IX - INSURANCE & LIABILITIES
10	PART X - THE SEAL
11	PART XI - BYLAWS

1. PART 1 - INTERPRETATION

- 1.1. "Director" means the directors of the Society for the time being.
- 1.2. "Society Act" means the Society Act of the Province of British Columbia from time to time in force, and all amendments to it.
- 1.3. "Registered Address" of a member means his address as recorded in the register of members.
- 1.4. "Society" means the Westside Celebration Society.
- 1.5. "Board" means the board of directors of the Society.
- 1.6. "Member" means a person who is a member of West Kelowna who is in good standing.
- 1.7. "Ordinary Resolution" means a resolution passed in a general meeting by the members of a society by a simple majority of the votes cast in person.
- 1.8. "Special Resolution" means a resolution passed at a general meeting by a majority of not less than 75% of the members present and voting.

1.9. "Accountant" means a person appointed to check the accounts of the Society.

1.10. "Membership" consists of all members in good standing of Westside Celebration Society.

## 2. PART 11 – MEMBERSHIP

2.1. Membership in this organization shall be open to all who are members in good standing of West Kelowna, and who agree with the constitution and bylaws of Westside Celebration Society.

2.2. A voting member:

- (1) must be in good standing at the time of the vote; and
- (2) must not be suspended or otherwise barred from attending meetings.

2.3. Every member shall uphold the constitution and these bylaws.

2.4. Members who have ceased to be in good standing shall not be entitled to vote or hold office in the Society.

2.5. A person shall cease to be a member of the Society:

- (1) by delivering his resignation and transfer of his unit in writing to the Secretary of the Society, or by mailing or by delivering it to the address of the Society 30 days prior to resignation;
- (2) on his death;
- (3) on being expelled; or

2.7. A member may be expelled from the Society, by a special resolution of the members, passed at a special meeting called for that purpose.

2.8. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

2.9. The person who is the subject of the proposed resolution for expulsion shall be given the opportunity to be heard at the special meeting before the special resolution is put to a vote.

2.10. Membership is not required for participation in the society meetings or other events.

## 3. PART III – MEETINGS OF MEMBERS

3.1. The Annual General Meeting of the Society shall be held in West Kelowna, B.C. in the month of October each year:

- (1) If a change of date is deemed necessary by the board, the board may select another date and notify the members;

(2) Annual General Meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.

3.2. The Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll book in this organization or hand deliver a notice telling the time and place of such annual meeting at least fourteen (14) days before the date of such meeting.

3.3. 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.

3.4. General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the board decides.

3.5. Adjournment of a general meeting:

- (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 ten (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 bylaw, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.

3.6. Notice of a general meeting shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business.

- 3.7. The board may require the president of the Society to call a Special Meeting of the membership at any time.
- 3.8. If a special resolution is to be presented at a meeting, the intent and purpose of the special resolution must be included in the notice of the meeting.
- 3.9. No business shall be conducted at a meeting if a quorum is not present.
- 3.10. A quorum for the transaction of business at any meeting of the Membership shall ten (5) voting members.
- 3.11. Voting:
  - (1) Only members of the Society shall vote at any meeting of the Society, and each member shall have only one vote;
  - (2) Voting by proxy is not permitted;
- 3.13. The board shall determine the rules of procedure at all meetings.
- 3.14. If and when questions arise regarding procedures not comprehensively covered in the Society's rules or bylaws, Robert's Rules shall apply, provided that no Robert's Rules supersede the rules and bylaws of the Society.

**4. PART IV - ORDER OF BUSINESS**

- (1) Roll call
- (2) Reading of the minutes of the preceding meeting
- (3) Reports of the Officers
- (4) Reports of the Committees
- (5) Old and Unfinished Business
- (6) New Business
- (7) Elections
- (8) Appointment of the Auditor
- (9) Adjournments.

**5. PART V - DIRECTORS AND OFFICERS**

- 5.1. The number of directors shall be nine (11) or any number as may be determined from time to time at a general meeting by a majority vote.
- 5.2. Appointment of Directors:
  - (1) Any vacancy on the Board of Directors may be filled by an appointment by the remaining Directors until the next Annual General Election, at which time a replacement shall be elected to complete the remaining portion of that term.
  - (3) A simple majority of members of the Board of Directors shall constitute a quorum.
- 5.3. All directors are eligible for re-election
- 5.4. Immediately following the Annual General Meeting, the retiring president shall chair the opening of the first meeting of the new board and conduct the installation of officers.
- 5.5. No employees of the Society shall be eligible to become a director.
- 5.6. A Director shall become disqualified if that person fails to remain a member in good standing.
- 5.7. The board shall meet at least monthly unless otherwise decided by the majority of the board.
- 5.9. The duties of the officers shall be:
  - (1) to manage and administer the affairs of the Society and do all such acts on its behalf as are not required to be exercised or done by the Society at a General or Special meeting;
  - (2) to make such rules and regulations as are not inconsistent with the constitution of the Society or these bylaws;
  - (3) to establish such committees as they may deem expedient for carrying out the purpose of the Society;
  - (4) to employ such persons as they deem necessary for the pursuance of the purpose of the Society;

- (5) to give a full and complete report of their activities at the Annual General Meeting of the Society;
  - (6) to provide all members with a copy of the Society's financial statement at least fourteen (14) days prior to the Annual General Meeting;
  - (7) to present a balanced budget for approval or amendment at the Annual General Meeting;
  - (8) to establish an Operating Fund for expenses that usually occur at least once a year and a Contingency Reserve Fund for expenses that usually occur less often than once a year.
- 5.10. A resolution in writing and signed personally by each director shall be valid and effective as if it had been passed at a board meeting duly called and constituted. Decisions of such meeting shall be recorded in the minutes.
- 5.11. The board shall elect from their members a president, vice-president, secretary and treasurer, who shall be known as the officers of the Society.
- 5.12. The duties of the officers shall be:
- (1) President: To be the chief executive officer of the Society; and shall:
    - i) preside at all meetings of the board and of the membership and to call Special Meetings as required;
    - ii) serve as an ex-officio member of all committees
    - iii) supervise the other officers in the execution of their duties;
    - iv) be present at each Annual General Meeting and prepare an annual report of the work of the organization;
    - v) appoint all committees, temporary or permanent;
    - vi) see all books, reports and certificates required by law are properly kept or filed;
    - vii) be one of the officers who may sign the checks or drafts of the organization; and
    - viii) have such powers as may be reasonably construed as belonging to the chief executive of any organization.

- (2) Vice-President: To generally assist the President and, in the event of the absence or disability of the President, to perform his duties and possess his authority.
  - (3) Secretary:
    - i) to keep or cause to be kept the minutes of meetings;
    - ii) to maintain the record of the Society;
    - iii) to conduct the correspondence of the Society
    - iv) to issue notice of meetings of the Society and directors;
    - v) to have custody of all records and documents of the Society, except those required to be kept by the Treasurer;
    - vi) have custody of the common seal of the Society;
    - vii) to perform other pertinent duties that may be assigned by the board; and
    - viii) to maintain the register of members.
  - (4) Treasurer:
    - i) to keep or cause to be kept a proper accounting of monies received and paid by the Society, as are necessary to comply with the Society Act and to report the same at the Annual General Meeting of the Society;
    - ii) to render financial statements to the directors, members and others when required.
- 5.13. In the absence of the secretary from a meeting, the director shall appoint another person to act as secretary at the meeting.
- 5.14. The membership may remove a director before the expiry of his term of office by a special resolution at a General Meeting and, upon the removal of a director, may elect a successor to complete the term of office.

5.15. No member of the board shall accept any remuneration for services rendered to the Society and no member of the board or employees of the Society shall have any direct or indirect financial interest in any purchase order or contract entered into or issued on behalf of the Society or any facility operated by the Society unless such director or employee shall absent himself from the meeting while the matter is being discussed and while a vote is taken in any matter affecting such reimbursement in respect of expenses incurred with the board's approval in carrying out the business of the Society.

5.16. The Directors shall have the power to invite non-members of the Society to attend Board meetings in an advisory capacity without the power to vote.

5.17. A Director of the Society who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of his interest to each other Director.

#### **6. PART VI - STANDING COMMITTEE**

6.1. The board may appoint such standing committees as may be deemed necessary and shall designate their powers and duties. Such committees shall limit their activities to the purpose for which they are appointed and shall have no power to act unless such power is specifically conferred by the board. All standing committees shall submit reports to the Annual General Meeting.

#### **7. PART VII - FISCAL POWERS**

7.1. The Society may borrow, raise or secure the payment of monies in such manner and amount as shall be sanctioned by resolution of the board. No debenture shall be issued without authority of a special resolution.

7.2. All Society funds must be held in guaranteed investments.

7.3. The Board is hereby authorized to engage in short term borrowing on behalf of the Society, pursuant to a resolution passed by the Board.

#### **8. PART VIII - ACCOUNTS OF THE SOCIETY**

8.1. The fiscal year of the Society shall be the twelve (12) month period ending June 30 or such other period of twelve (12) consecutive months as may from time to time be approved by the Society.

8.2. At each Annual General Meeting, the Society shall appoint an accountant to hold office until he is reappointed or his successor is appointed at the next Annual General Meeting.

8.3. The board shall fill all vacancies occurring in the office of accountant between Annual General Meetings.

8.4. An accountant may be renewed by ordinary resolution.

8.5. An accountant shall be informed forthwith in writing of appointment or removal.

8.6. No director and no employee of the Society shall be the accountant.

8.7. The accountant may attend general meetings.

#### **9. PART IV - INSURANCE & LIABILITIES**

9.1. The board shall insure all Society property against major perils at full replacement cost and shall review coverage from time to time as building costs increase.

9.2. Liability insurance for at least two million (\$2,000,000.00) dollars shall be obtained to cover possible lawsuits.

9.3. If a contract is made by the Society's duly authorized agent on its behalf, then the Society will be liable under the contract.

#### **10. PART X - THE SEAL**

10.1. The seal of the Society shall be kept in the custody of the Secretary of the Society.

10.2. The seal of the Society shall not be affixed to any document or instrument unless authorized by the board and then only be and in the presence of such persons as shall be authorized to affix the seal of the Society.

10.3. Only the President or the Secretary are authorized to affix the seal of the Society.

**11. PART XI - BYLAWS**

11.1. On being admitted to membership, a member is entitled to and the Society shall give him, without charge, a copy of the constitution and bylaws.

11.2. The bylaws may be amended, rescinded, altered, and re-enacted at the Annual General Meeting or by Special Resolution.

\_\_\_\_\_  
SECRETARY

\_\_\_\_\_  
TREASURER