

**Cordova Bay 55 Plus association
Bylaws
(Amended March 14, 2019 AGM)**

Bylaws

1. General

1. The operation of the Society shall be carried out without purpose of gain for its members and any profit of other accretions to the Society shall be used for promoting its purposes. This provision was previously unalterable.

2. Interpretation

1. In these Bylaws, unless the context otherwise requires, "older adult" shall be defined as a person who has attained the age of fifty-five (55) years, and this definition shall be subject to modification from time to time as circumstances require.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

3. Alterations of the Bylaws of the Society

1. The Bylaws of the Society may be amended at any general, special or annual meeting of the Society by a special resolution requiring seventy five (75) percent majority vote of the members of the Society present.
2. Notice to amend any Bylaw or to introduce a new one shall be given in writing at a meeting of the Society previous to the meeting or circulation to the members fourteen (14) days in advance of the meeting at which it is intended to be considered.

4. Terms of admission of members and their rights and obligations

1. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these Bylaws, and in either case, have not ceased to be members.

2. On signing an application form, in the form approved by the Board of Directors, and upon payment of the current annual membership fee, an applicant who is an older adult as defined under Section 2, Interpretation, may become a member upon acceptance by the Directors.
3. The Board of Directors may, from time to time, grant Honorary Membership to those persons who, in the opinion of the Board, warrant granting such membership. The number of Honorary Members shall not exceed 5% of the total membership. Honorary Members shall be members for life without payment of the annual membership fee.
4. While the Society is primarily for older adults, certain other persons may, upon approval by the Board of Directors, become members after complying with the other provisions governing membership, provided that they do not comprise more than 20% of the whole membership of the Society.
5. The annual membership fee shall be a sum fixed by resolution of the members.
6. The members of the Society, including honorary members, shall be entitled to one (1) vote per member at all general meetings of the Society, and, excluding honorary members, shall pay the annual membership dues in accordance with the provision of the Bylaws of the Society.
7. Members who have reached the age of 90 will not be required to pay the membership fee for the years following their 90th birthday but will have all the rights and obligations of membership.

5. Conditions under which membership ceases and manner in which a member may be expelled

1. Any member who desires to withdraw from membership in the Society may notify the Board of Directors in writing to that effect and, on receipt by the Board of Directors of such notice, the member shall cease to be a member.
2. A member may be expelled from the Society by special resolution of the members of the Society passed by a 75% majority of the members at a general meeting called for that purpose.

3. Any member who withdraws or is expelled from the Society shall forthwith forfeit all right, claim, and interest arising from or associated with membership in the Society.
4. A member ceases to be in good standing when he neglects to pay annual dues up to and including 2 month's grace from the anniversary of payment.

6. Meetings of the Society

1. The Annual General Meeting of the Society shall be held at a place determined by the Directors, on such date within 90 days following the end of the fiscal period, as the Directors shall, by resolution, determine.
2. Prior to the Annual General meeting of the Society, and in any event not later than eight weeks prior to the date set for the Annual General Meeting, the Board shall appoint from membership at large, a Chairman of the Nominating committee who shall appoint two other members, one of whom is ~~not~~ currently a Director, but none of whom are seeking office. The Nomination Committee shall present to the Annual General meeting a slate of nominations for the Board of Directors of the Society. Nominations may be made by the membership and must have the endorsement of two members and consent of the nominee. Nominations must be submitted in writing to the Nominating Committee not later than fourteen days prior to the date set for the Annual General Meeting. Nominations will not be accepted from the floor.
3. The membership shall be informed at least fourteen days in advance of the Annual General Meeting.
4. In the event that a quorum is not present within thirty (30) minutes of the time called for the Annual General meeting, the meeting shall stand adjourned for four weeks and notice to reconvene shall be provided as specified in section 6.2.
5. Other meetings of the members, whether general or special, may be convened by order of the Directors for any time and at any place in the Municipality of Saanich.

6. A general or special meeting of the Society may be called by a resolution of the Board of Directors for the transaction of such business as may properly be brought before a general or special meeting of the Society, provided that not less than fourteen days notice of the time and place of such meeting shall be given to all members.
7. At a general meeting, a quorum shall be twenty (20) members present or such number as the members may determine at a general meeting.
8. Each member of the Society in good standing shall, at all meetings of the Society, be entitled to one (1) vote and he may vote by proxy. Such proxy before voting must be produced and deposited, and be recorded by the Secretary of the Society. No members shall be entitled either in person or by proxy, to vote at meetings of the Society unless they have paid all dues or fees, if any, payable by them.
9. At all meetings of the Society, every question shall be decided by a majority of the votes of the members present in person, unless otherwise required by the Bylaws of the Society, or by law.
10. A corporation, being a member of the Society, may vote by its duly authorized representative, who shall be entitled to speak, vote, act as proxy, and in all other respects exercise the rights of a member and shall be reckoned as a member for purposes of the meeting.

7. Board of Directors

1. The affairs of the Society shall be managed by a Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not, by the By-laws of the Society or by law expressly directed or required to be done by the Society at a meeting of the members, or otherwise.
2. Without limiting the generality of the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, sell, exchange, or dispose of furnishings or other assets, movable or immovable, or any right or interest therein owned by the Society, for such consideration and upon such terms and conditions as they may deem advisable up to a

limit of Five Thousand Dollars (\$5,000.00). Any transaction in excess of \$5,000.00 must be approved by the membership.

3. At each Annual General Meeting, the members shall elect no more than fourteen (14) Directors. If the election is not by acclamation, the voting shall be by ballot.
4. The immediate Past President is ex officio a voting member of the Board until such time as they resign or ceases to be a member.
5. The Executive officers shall be the President, Vice President, Secretary and Treasurer, as elected by the Board of Directors. The four (4) officers, plus the immediate Past President, shall constitute the Executive Committee.
6. The Board of Directors or the President may from time to time establish committees considered appropriate, and such committees may contain members of the Society who are not Directors.
7. A Director shall cease to be a Director at the time he ceases to be a member of the Society.
8. A Director's term of office shall be two (2) years, except where a one (1) year appointment is necessary to achieve a balanced Board in which half (1/2) the serving Directors' appointments expire each year. Subject to 7.8.1 a Director may serve a maximum of six (6) consecutive years.
 - 8.1. In order to ensure that there are Board members with the appropriate skills needed for the operation of the Association, the Nominating Committee may recommend and the members may elect a Director for up to three (3) one year terms notwithstanding that the Director has just completed six (6) consecutive years.
9. Vacancies and unfilled positions on the Board of Directors, however caused, may be filled by the Directors from among the qualified members of the Society, if the Board sees fit to do so. Appointments made during the year will be in effect only until the next occurring Annual General Meeting and do not count toward a Director's term of office. Otherwise, vacancies shall be filled at the next General meeting of the members. If any member of the Board of Directors resigns, or without reasonable excuse is absent from three (3) or more

consecutive Directors' meetings, or be suspended or expelled from the Society, the Directors shall declare the office vacant.

10. Notice of any meeting of the Board of Directors shall be communicated to each Director in the same manner hereinbefore provided for notice of general meetings of the Society, provided that meetings of the Directors may be held at any time without formal notice if any of the Directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence.
11. A majority of the Directors shall form a quorum for the transaction of business and questions rising at any meeting of Directors shall be decided by a majority of votes of those Directors present.
12. The Directors shall not be liable for any action taken or omitted by them in good faith, or for the acts of any agent, employee or attorney selected by the Directors with reasonable care, and no Directors shall be liable for any acts or omissions of any other Director.
13. A Director's tenure of office may be terminated by unanimous decision of the remaining Board members.
14. The Board of Directors may, from time to time, appoint and employ such persons as they deem necessary to carry out the objects of the Society, and such person shall perform such duties as, from time to time, may be prescribed by the Board.
15. Any Director absent for three (3) consecutive meetings of the Board of Directors without first notifying the Secretary shall be deemed to have vacated that office.

8. Officers

1. The President shall be responsible for the general supervision of the affairs of the Society.
2. The President shall, when present, preside at all meetings of the members of the Society and of the Board of Directors.

3. During the absence of the President, the duties and powers will be exercised by the Vice-President or by any such other Director as the Board of Directors may from time to time appoint for the purpose of exercising any such duty or power.
4. During the absence or inability of the Secretary, the duties and powers may be exercised by the Treasurer: During the absence or inability of the Treasurer, the duties and powers may be exercised by the Secretary and, in the absence of both, by such Directors as the Board of Directors may from time to time appoint for the purpose of exercising any such duty or power.
5. The Secretary shall keep minutes of all meetings of the Society and of the Board of Directors, shall give notice of meetings, and shall be custodian of all Society records, files, correspondence and other documents, which shall be delivered as instructed by resolution of the Board of Directors.
6. The Treasurer shall be responsible for the general supervision of the financial procedures, expenditures and financial records of the Society.

9. Financial

1. The fiscal period shall be the twelve months ending each December 31.
2. The accounts of the Society shall be reviewed at the end of each fiscal year and the Board of Directors shall recommend to the Annual General Meeting a Reviewer for the ensuing year.
3. The Reviewer shall make a report to the members of the Society and to the Directors on the accounts examined by them, and on every balance sheet and statement of income and expenditures laid before the Society at any Annual General meeting during the tenure of office of the Reviewer, and the report shall state whether or not the Reviewer has obtained all the information and explanations he has required, and whether, in his opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Society's affairs as at the date of the balance sheet and the result of its operations for the year ended on that date according to the best of the information available to him, and the explanations provided, as shown by the books of the Society.

4. The Reviewer of the Society shall have a right of access at all times to all records, documents, books, accounts, and vouchers of the Society, and is entitled to require from the Directors and officers of the Society such information and explanation as may be necessary for the performance of the duties of the Reviewer.
5. Deeds, transfers, licenses, contracts, and engagements, cheques, bills of exchange, or other orders for the payment of money, notes or other evidences of indebtedness in the name of the Society, shall be signed by two persons: the President and the Treasurer, or any other person or persons as the Board of Directors may from time to time appoint. Contracts in the ordinary course of the Society's business may be entered into on behalf of the Society by the President, or by any other person authorized thereto by the Board of Directors.
6. The Directors may borrow, raise or secure the repayment of such sums in such manner and upon such terms and conditions in all respects as they see fit, and, in particular, by the issue of bonds, perpetual or redeemable, debentures or debenture stock, or any mortgage, charge, or other security on the undertaking of the whole or any part of the present and future property, provided, however, that no debenture shall be issued without the sanction of a special resolution of the Society, passed by a seventy-five (75) percent majority vote of the members of the Society present and entitled to vote at a regular or special meeting, called for that purpose, and provided each member of the Society shall be given notice of such general meeting as hereinbefore provided, and of the proposed issue of debenture.
7. In the event of winding-up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organizations promoting similar purposes as this Society, as may be determined by the members of the Society at the time of winding up or dissolution, provided that such organization referred to in this paragraph shall be a charitable organization, a charitable corporation or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect. This provision was previously unalterable.