

## **NANAIMO OLD CITY ASSOCIATION BYLAWS**

### **ARTICLE 1: MEMBERSHIP**

Terms under which a person may be admitted to membership in the Association:

1. There shall be one class of member: an individual 18 years or older.
2. A person residing in the neighbourhood may apply to the board of Directors to be a member of the Association.
3. The board of Directors has discretion to accept or reject an application for membership. Before membership is accepted, the applicant shall pay the membership fee. The exercise of this discretion by the board of Directors is subject to review at any meeting of the Association's members.
4. The membership fee shall be determined by the board of Directors subject to review by the members at a meeting.
5. The board of Directors shall determine the day in each year when the membership fees shall be paid.

#### **Rights of Members**

6. The subscribers to this constitution and bylaws shall have the same rights as any other member.

#### **Duties of Members**

7. The subscribers to this constitution and bylaws shall have the same duties as any other member.
8. In order to remain in good standing in the Association, members must comply with the bylaws and pay the membership fee for the current year when due.

### **ARTICLE 2: TERMINATION OF MEMBERSHIP**

#### **Conditions under which membership in the Association ceases:**

1. A member who desires to withdraw from membership may notify the board of Directors to that effect and on receipt of that notice the member shall cease to be a member.
2. Where a member ceases to reside in the neighborhood, the member ceases to be a member.
3. A member who fails to pay the annual membership fee by the date due ceases to be a member.

#### **Conditions under which a member may be expelled:**

4. A member may be expelled from the Association by an extraordinary resolution adopted by two thirds majority vote of the members passed in a general meeting called for that purpose. At the meeting the member has a right to speak to the proposed resolution.

## **ARTICLE 3: MEETINGS OF MEMBERS**

### **Month of Annual General Meeting**

1. The annual general meeting shall be held once per year or as soon after as may be practical within the City of Nanaimo and on a date determined by the board of Directors.

### **Notice of General and Special Meetings**

2. A notice of an annual, general, or special meeting of the Association shall state the nature of the business of the meeting and the notice shall be given to every member at least seven days before the meeting.

3. Notice of an annual, general, or special meeting may be given by handing it to the member, by mailing or delivering the notice to the member at the address recorded in the register kept by the Secretary of the Association or, in addition, notice shall be deemed to be given to every member by publication in a newspaper circulating in the City of Nanaimo or the Association's newsletter.

4. The board of Directors, or any two members of the board, or ten per cent of the membership, but in no case less than two members of the Association, may call a special meeting for any purpose.

5. The persons calling a special meeting of the membership shall be responsible for the administration and preparation of the meeting.

6. The rules of procedure of an annual, general, or special meeting shall be determined by the board of Directors, or if any member objects, Robert's Rules of Order shall apply.

### **Quorum for Meetings**

7. A quorum for the transaction of business at any annual, general, or special meeting of the Association shall be ten per cent of the membership as they appear on the register of members.

### **Voting Rights**

8. Only members can vote at a meeting of the Association.

## **ARTICLE 4: DIRECTORS**

1. The number of Directors shall be determined at the AGM of the association, but in no event shall the number of Directors be less than four and no greater than nine.

### **Appointments of Directors**

2. The Directors of the Association shall be elected by the members of the Association at the first meeting or an annual general meeting and shall hold office until the next annual general meeting.

3. A vacancy in the board of Directors may be filled by the appointment of a member in good standing for the duration of the board of Directors' one year term.

### **Duties and Powers of Directors**

4. The Directors must act in accordance with the constitution and bylaws.

### **Directors' Meetings**

5. Meetings of the Directors may be called by the President or by two or more members of the board. Meetings of the Directors are open to the members.

6. The Directors shall determine their own procedure and quorum.

7. A resolution in writing signed by all the Directors shall be valid and effective as if passed at a meeting of Directors.

### **Director's Remuneration**

8. No Director shall receive remuneration.

### **Removal of Directors**

9. Directors shall cease to hold office on ceasing to be members of the Association.

10. Five per cent of the members, but in no case less than two members may require the Directors to call a special meeting of the Association for the purpose of removing a member of the board of Directors or substituting another member in a position.

11. Directors shall cease to hold office after failure to attend 3 consecutive board of Directors meetings without just cause.

## **ARTICLE 5: EXECUTIVE**

1. The officers of the Association shall be the President, the Secretary, the Treasurer.

2. The officers of the Association shall be elected by the Directors.

### **Duties and Powers of Officers**

3. The Secretary shall:

- a) keep the records of the Association, record all proceedings, carry on all correspondence and read all communications at each meeting;
- b) keep copies of the constitution, bylaws and rules of the Association as amended from time to time;
- c) keep an up-to-date register of members indicating names, addresses and occupations as well as the dates on which a person became or ceased to be a member; and
- d) on ceasing to hold office, turn over all records and assets of the Association in his or her possession to the next elected Secretary.

4. The Treasurer shall be custodian of the funds of the Association and subject to the control of the board, shall pay any bills and make available to the annual general meeting an accounting of all funds of the

Association. The Treasurer with the President, or in the absence of the President, with another officer designated by the Directors, may co-sign all cheques drawn on the funds of the Association. At least two of the three designated signing officers shall sign all cheques.

5. The President shall be the chief officer of the Association.

6. The Directors may appoint a member of the board to fill a vacancy among the officers and may appoint a member of the board to act in the place of any officer in the event of absence or incapacity.

7. An officer of the Association shall receive no remuneration.

8. The Directors may remove an officer by a majority vote of the Directors. An officer so removed shall remain a member of the board of Directors.

#### **ARTICLE 6: FINANCIAL STATEMENTS**

1. The Directors shall prepare and present before the next annual general meeting, a financial statement showing the income and expenditure, assets and liabilities, of the Association during the preceding fiscal year. The financial statement shall be signed by two or more of the Directors or by the Association's auditor.

#### **ARTICLE 7: MAINTENANCE OF MINUTES, BOOKS AND RECORDS**

1. The Directors shall see that the minutes of members' meetings and Directors' meetings and all other necessary books and records of the Association are regularly and properly kept.

2. The books and records of the Association shall be open to inspection by a member on request and in a reasonable time.

#### **ARTICLE 8: ALTERING BYLAWS**

1. The bylaws of the Association may be amended at any general, special or annual meeting of the Association by an extraordinary resolution adopted by two thirds majority of the members of the Association present at the meeting.

2. Notice to amend the bylaws shall be given in writing to the members.