

**BYLAWS OF THE PROSPECT LAKE DISTRICT COMMUNITY
ASSOCIATION**
July 2010. Effective October 13, 2010

Part 1 – Interpretation

1. In these Bylaws, unless the context otherwise requires,
 - (a) “Association” means the Prospect Lake District Community Association.
 - (b) “Director” means a person elected or appointed to serve the membership of the Prospect Lake District Community Association on the Board of Directors pursuant to these Bylaws.
 - (c) “Societies’ Act” means the Society Act of the Province of British Columbia, from time to time in force and amendments of it.
 - (d) “Registered Address” of a member means the postal address as recorded in the member’s registry and can include the email address.
 - (e) “Special Resolution” means a resolution passed in a general meeting by a majority of not less than 3/4 (75%) of the votes of those members who being entitled to do so vote in person.
 - (f) “Prospect Lake District” means the area identified by the boundary map contained in the Prospect Lake District Association Constitution (2010).
 - (g) “Financial review” means a comprehensive review of the finances of the Association by someone external to the Association, which may span from an informal review to a formal audit.
 - (h) “Lifetime member” means (i) A voting member
(ii) Exempted from paying membership dues
(iii) Status has been grandfathered
2. In these Bylaws words importing a male person include a female person and a female person includes a male person and either word includes a corporation; words importing the singular includes the plural and vice versa.

Part 2 – Membership

3. Membership in the Association shall be open to persons age 18 or over as follows:
 - (a) Voting members consist of persons who are residents of or property owners in the Prospect Lake District, who have paid up membership thirty (30) days prior to exercising a vote. Voting membership is deemed an individual membership. This shall constitute a member in good standing.
 - (b) Corporate members are owners of businesses in the Prospect Lake District, who are non residents with paid up membership thirty (30) days prior to exercising a vote.

- (c) Family membership(s) are all adult persons residing in the same household, who are living in the Prospect Lake district, who have paid up membership thirty (30) days prior to exercising a vote. Maximum of 2 votes per family membership.
 - (d) Lifetime Members
 - (e) Non-voting members are neither resident nor property owner in the Prospect Lake District who have paid the current year's dues.

- 4. A person becomes a member in good standing when their dues are received by the Association and remain in good standing until their membership falls away at the Annual General Meeting.

- 5. The annual membership dues shall be determined at the Annual General Meeting. Annual dues paid prior to the annual general meeting are not subject to any fee increase as determined at the Annual General Meeting until the following year.

- 6. Members shall conduct themselves in accordance with these Bylaws and Association regulations having due regard for other members and any staff of the Association.

- 7. Any complaint regarding the conduct of a member shall be made in writing to the Board of Directors. Where the conduct of the member is found by the Board to be injurious to the character, integrity or affairs of the Association or any member thereof, the Board will refer the complaint to the Governance Committee for recommendation of resolution. No member of the Association shall be disciplined, suspended or expelled by the Board of Directors, until the member has been given a reasonable opportunity to appear before the Governance Committee to respond to the allegation of misconduct.

- 8. Any member of the Board of Directors or the Association will make a presentation to the Association, when the member of the Association or Board of Directors would benefit materially or intrinsically from a proposal, provided the member absents himself from the meeting while the matter is being discussed and the vote is taken. The provision of this clause shall not apply to:
 - The reimbursement of members including Directors in respect of expenses incurred with the Board's approval in carrying out the business of the Association.

- 9. A person shall cease to be a voting member of the Association:
 - (a) On death.
 - (b) On being expelled as per article 7.

- (c) At the end of the Annual General Meeting, unless membership is paid prior to the Annual General Meeting.
- (d) On moving out of the Prospect Lake District and ceasing to retain ownership of property in the Prospect Lake District.

Part 3 - Meetings of Members

- 10. Meetings of the Association will be held at the discretion of the board, at a convenient time or place. No less than 6 meetings will be held per year. Dates of the meetings will be determined at the first general meeting of the Association after the Annual General Meeting.
- 11. Any meeting held outside of the regularly scheduled meeting dates, or called by the Board Chair or any four (4) Directors, fourteen (14) days' written notice shall be given to voting members, outlining the purpose of the meeting.
- 12. Ten (10) voting members may request a meeting of the Association in writing to the Secretary. Fourteen (14) days notice of this meeting shall be given to all voting members
- 13. The Annual General Meeting of the Association shall be held each October in every year or as soon thereafter and at the time and place that the Directors decide.

Part 4 - Meetings of the Board of Directors

- 14. The Directors shall meet at least quarterly and may regulate their meetings and proceedings as they see fit.
- 15. The Directors shall meet at the call of the Chair or Vice-Chair or any two (2) of the Directors. Five (5) "clear" days notice of any meeting shall be given to all Directors. Notice of a meeting may be dispensed with if at least six (6) Directors waive in writing the giving of such notice.
- 16. "Meeting" shall include telephone conference meetings; provided that reasonable attempts have been made to contact all Directors and a majority of Directors participate.
- 17. Notice of meetings may be provided to Directors by way of electronic transmission.

18. Meetings of the Board of Directors will be posted on the Prospect Lake District Community Association website at least five (5) days prior to the scheduled meeting.
19. The Chair, or in his absence, the Vice-Chair, shall chair all meetings of the Directors, but if neither is present the Directors present shall choose one of their members to be the Chair at the meeting.
20. The quorum at any Directors meeting shall be a majority of the Directors.
21. Voting members may attend Board meetings as observers without voice or vote. Observers may be excluded from a meeting by resolution of the Board.

Part 5 - Notices to Members

22. A notice will be given to a member in good standing, either by mail at his registered address or by email.
23. Notice of the Annual General Meeting or Special Resolution and any other item shall be deemed to have been given once notice has been mailed, and sent out by email where available, and posted on the website and on the events board at the Prospect Lake Community Hall.
24. Notification and any other item mailed to a members' last known address shall be considered to have been delivered to the member seven (7) days after the date of mailing
25. Accidental omission to give notice of a meeting to, or the non-receipt of a notice, by any voting member does not invalidate proceedings at that meeting.
26. It shall be the responsibility of members to keep the Association informed in writing of their mailing and email address.

Part 6 - Proceeding at Meetings

27. General meetings of the Association are open to members in good standing of the Association and Association guests. These guests may attend without voice.
28. Public information meetings may follow a general meeting. These public forums are open to the public for participation.

29. A quorum is fifteen (15) voting members of the Association except where a Special Resolution is to be voted on, in which case the quorum shall be 10% of voting members.
30. If within thirty (30) minutes from the time appointed for a meeting a quorum is not present, the meeting, if convened at the request of members shall be terminated; but in any other case, it shall stand adjourned to the date of the next regularly scheduled meeting and if at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present shall constitute a quorum.
31. If at any time during a meeting there ceases to be a quorum present, the meeting will be terminated.
32. The Board Chair, or in his absence the Board Vice-Chair, or an acceptable person appointed by the Board of Directors or approved by the Association members, shall preside as Chair at every meeting of the Association. If there is no Chair present within thirty (30) minutes after the time appointed for holding the meeting, the members present shall choose a person from among their numbers to be Chair at that meeting.
33. Voting shall be by a show of hands unless a voting member requests otherwise. Special Resolution and Election of Directors must be by ballot.
34. Unless otherwise required by these Bylaws an ordinary resolution receiving a majority vote shall be deemed to have been carried.
35. Voting by proxy is not permitted.

Part 7 – Directors and Officers

36. The Directors may exercise all powers and do all acts and things that the Association may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in a meeting, but subject, nevertheless to:
 - (a) All laws and acts affecting the Association.
 - (b) Prospect Lake District Community Association Bylaws and Constitution.
 - (c) Rules, not being inconsistent with these Bylaws, which are made from time to time by the Association and Board of Directors in a meeting.
37. A Director must act honestly and in good faith and in the best interest of the Association, and exercise the care, diligence and skill of a reasonably prudent person in exercising the powers and performing the functions as a Director.

38. In accordance with the Society Act, a Director must fully and promptly disclose any direct or indirect interest in a proposed contract or transaction with the Association. Both the nature and extent of the interest must be disclosed.
39. The Prospect Lake District Board of Directors shall consist of nine (9) elected members and the immediate past Chair who may serve for one year.
40. The Association Executive must retire from office at the end of the Annual General Meeting.
41. The first regular meeting of the Board shall be an in camera meeting, immediately following the Annual General Meeting of the Association and no notice of such meeting need be given to the Directors. At this meeting the positions of Board Chair, Board Vice-Chair, Secretary and Treasurer will be determined by vote or consensus from the elected Directors.
42. At the first meeting following the Annual General Meeting, the procedural rules for all meetings shall be determined and communicated to the Association members.
43. The term of elected office shall be two (2) years.
44. Only one member per household may stand for election to the Board or be elected to the Board of Directors at one time.
45. If any vacancy occurs amongst the Directors during their term of office, or if a Director resigns or is expelled, the Directors shall appoint a voting member in good standing to fill the vacant seat and the member appointed shall remain a Director until the next Annual General Meeting of the Association, when there shall be an election to fill the vacancy for the balance of the term.
46. No person shall be eligible for election as a Director for more than 3 consecutive terms or portion thereof, but shall again be eligible for election as a Director at the annual general meeting held in the term following (2 years).
47. Half of the Directors (4 or 5) shall be elected to office each year.
48. Elections may be by acclamation; otherwise they shall be by secret ballot.
49. Directors will attend Directors' Meetings, Special Resolutions and General Meetings. In the event that an Director fails to attend three (3) consecutive Directors' Meetings or if his attendance at all meetings in any one year term, drops below seventy-five per cent (75%), his service in office may be deemed terminated, unless cause satisfactory to the Board of Directors is presented in writing.

50. The Board of Directors shall establish a set of rules and procedures to govern Director's conduct. These rules must be submitted to the Association members for approval no later than the January general meeting of the Association.
51. The Board of Directors shall be responsible for appointing members in good standing to Standing Committees.

Part 8 - Duties of Executive

52. The Board Chair shall:
 - (a) Be a member ex-officio of all Committees except the Nominating and Governance Committees.
 - (b) Shall preside at all meetings of the Association.
 - (c) Is the chief officer of the Association and shall supervise the other officers in the execution of their duties.
53. The Board Vice-Chair shall, in the absence of the Board Chair, perform all of the duties of the Chair.
54. The Secretary shall;
 - (a) Maintain the official correspondence of the Association, except for financial matters which is the responsibility of the Treasurer.
 - (b) Issue notices of meetings of the Association and Board of Directors.
 - (c) Keep minutes of all meetings of the Association and Board of Directors.
 - (d) Make minutes of the general meetings and Special Resolution meetings available to Association members.
 - (e) Have custody of all records and documents of the Association except those required to be kept by the Treasurer.
 - (f) Maintain the register of members, past and present.
55. The Treasurer shall;
 - (a) Keep such financial records, including books of account, as are necessary to comply with the Societies Act.
 - (b) Have custody and control of all securities and funds; see that full and accurate records are kept thereof; make an annual report in writing showing the financial condition of the Association and ensure that any other financial reports which the Board may from time to time require are prepared and presented.
 - (c) Arrange for a financial review as defined by the Board of Directors and approved by the Association membership at the Annual General Meeting. The financial review will be presented to the Association membership at the next Annual General Meeting.

56. In the Secretary's absence from a meeting the Directors shall appoint another Director to act as secretary at the meeting.
57. The Directors shall ensure that all books and records of the Association required by these Bylaws or by any applicable statute or law are regularly and properly kept and maintained and that the same together with all documents of the Association be kept at the address of the Association, provided that the Directors may by resolution permit some of the books, records and documents of the Association, including its financial records to be kept at a place or places in British Columbia other than the address of the Association.

Part 9 - Standing Committees

58. Governance Committee

- a) There will be a Governance Committee consisting of five (5) voting members of the Association, appointed by the Board of Directors, who shall serve until the conclusion of the next Annual General Meeting of the Association.
- b) The immediate past Board Chair will sit as a non-voting advisor to this Committee; no other members of the Board of Directors are to be members of this Committee.
- c) The Committee shall name its own chairman.
- d) Three members of the Committee will constitute a quorum.
- e) If any member of the Governance Committee fails to serve out his full term for any cause, the Board shall appoint someone to replace him for the remainder of the unexpired term.
- f) This Committee will review the Association Bylaws and update such Bylaws as required, presenting all revisions to the Board of Directors for approval.
- g) The Governance Committee will at the request of the Board of Directors:
 - (a) Invite all parties involved in a complaint to make presentation of the complaint
 - (b) Evaluate submissions and presentations of a complaint and provide to the Board of Directors recommendations for a resolution. The Governance Committee can recommend to the Board the discipline, suspension or expulsion of a member of the Association.

59. Nominating Committee

- (a) The Board of Directors will appoint three (3) members in good standing to serve on the Nomination Committee, to serve until the conclusion of the next Annual General Meeting of the Association.

- (b) No member of the Board of Directors shall sit as a member of this Committee.
- (c) This Committee shall name its own chair.
- (d) Two (2) members of this Committee shall constitute a quorum.
- (e) If any member of the Nominating Committee fails to serve out his full term for any cause, the Board of Directors shall appoint someone to replace him for the remainder of the unexpired term.
- (f) If a member of the Nominating Committee wishes to be nominated for election to the Board of Directors of the Association, the member must tender his resignation from the Nominating Committee immediately.
- (g) All voting members wishing to be nominated for election to the Board of Directors must provide their names to the Nominating Committee, in writing, no later than August 15th.
- (h) The Nominating Committee shall present at a meeting of the Association, nominations for election to the Board of Directors.
- (i) The Nominating Committee may request a special meeting of the Association to present the members wishing to be elected to the Board of Directors to the general membership. If such a meeting is requested, 14 days notice must be provided.
- (j) This Committee shall determine the process for elections of the Directors provided that elections are completed prior to the commencement of the Annual General Meeting.

60. Other Committees

Additional Committees may be created time by time, by the Board of Directors whenever it is deemed necessary or desirable. Such Committees shall limit their activities to the purposes for which they are appointed and they shall have no power to act unless specifically conferred by resolution of the Board of Directors. Upon completion of the task for which it is appointed, such a Committee shall report back to the Board of Directors in writing and after acceptance of this report by the Board of Directors, the Committee will be dissolved, unless commissioned to continue with the completion of additional tasks.

Part 10 - Seal

- 61. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the Board Chair and Secretary.

Part 11 - Borrowing

- 62. The Board of Directors must seek approval from the Association membership, by Special Resolution, to secure or borrow funds in order to carry out the business of the Association.

Part 12 -Winding-Up and Dissolution

63. On winding-up and dissolution of the Association, the assets shall be paid, transferred and delivered, after all debts have been paid or provision for payment has been made, as directed by special resolution of the members upon the conditions that the assets be held and/or used in a manner consistent with the purpose of the Association.

Part 13 - Bylaws

64. The Bylaws must be reviewed every two (2) years; all amendments to these Bylaws must be approved by a Special Resolution presented to the Association.
65. These Bylaws must not be altered or added to except by Special Resolution.
66. All bylaw revisions do not take effect until
- they are recorded with the BC Societies Registrar and
 - noon on Wednesday, October 13