

# Denman Island Residents Association

## Constitution

### Article:

1. The name of the Association shall be the Denman Island Residents Association.
2. The objectives of the Association shall be to consider and further the interests and general welfare of the residents of Denman Island, British Columbia.
3. The operations of this Association shall be carried out primarily on Denman Island. This clause is alterable.
4. Termination: In the event of the dissolution or winding-up of the Association, any assets remaining after payment of all debts and obligations shall be distributed to a society with similar purposes operating for the interests or benefit of Denman Island, or to a suitable level of local government. This clause is unalterable.
5. The Association shall have no purpose of gain for its members, and any profits or other accretions to the Association shall be used for promoting its purposes. This clause is unalterable.

## Bylaws

### Article:

#### 1. Membership

- 1.1. All persons eighteen years or over with a mailing address on Denman Island are eligible for membership in the association after three months residency on the Island. All persons eighteen years or over are eligible for membership in the Association three months after acquiring title to land on Denman Island.
- 1.2. Annual dues for membership shall be in lawful money for Canada as may be established by the Board and passed at the AGM and are due at the Annual General Meeting.
- 1.3. Every member shall uphold the Constitution and comply with these Bylaws.
- 1.4. A new member may not cast a vote until 30 days following payment of membership dues. The fee for new membership (mid-year) will be pro-rated with full annual membership fee to be paid at the following AGM.
- 1.5. A person shall cease to be a member of the Association and their name removed from the membership list by:
  1. Delivering his/her resignation in writing to the Secretary of the Association, or,
  2. If the membership fees are not paid within the 90-day grace period following the last AGM, or,
  3. If the member is deceased.

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- 1.6 Residents whose membership has lapsed (payment of dues in arrears more than 90 days following the last AGM) may renew their membership as a new member and therefore are subject to a waiting period of 30 days before entitled to vote.

## 2. Meetings

- 2.1 There shall be a minimum of ten meetings per year at such a time as shall be determined by the membership. The Annual General Meeting shall be held on Denman Island, British Columbia in April. All members shall be notified not less than 14 days prior to the Annual General Meeting by public advertisement.
- 2.1.1 All regular meetings of the Denman Island Residents Association shall be held on the second Monday of the month from September through June, unless the meeting date falls on a public holiday when the meeting will be held on the third Monday of the month.
- 2.2 Changes or additions to the constitution and bylaws may be ratified at any general meeting of the members subject to the conditions in Article 6.1.
- 2.3 A quorum at any general meeting shall be 10% of the membership. However, a quorum shall never be less than 3 (three) persons.
- 2.4 Determination of a membership attending a meeting shall be by:
  - Roll call of the chairperson, or,
  - Roll call by resolution from the floor.
- 2.5 At all meetings of the Association any member may request, by resolution, the determination of any issue by secret ballot.
- 2.6 A nominating committee shall be appointed by the Board of Directors at least 30 days prior to each Annual General Meeting.
- 2.7 Nominators of absent candidates must present a letter signed by the candidate giving permission for his or her name to stand for election.
- 2.8 A member is entitled to one vote when present at a meeting. No proxy voting is allowed.
- 2.9 All meetings of the Association shall be conducted in accordance with Henry M. Roberts "Rules of Order" 75<sup>th</sup> edition. A request for a greater majority than 50 percent plus one for a specific issue may be raised as a point of order.
- 2.10 New business and motions shall not be introduced beyond 10:00 p.m. except following a vote to continue passed by 75% of those attending.

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2.11 A Special Meeting of the Association must be called within 21 days when requested by:

- A majority of the Board of Directors, or
- A letter signed by not less than 10% of the members and only those items listed in the request shall be discussed at the Special Meeting and at least fourteen (14) days notice shall be given to all members by mail.

## 3. Directors and Officers

3.1 The Board of Directors of the Association shall be:

- President
- Vice President
- Secretary
- Treasurer
- And Four (4) additional Directors

3.2 The President, Vice President, Treasurer, and Secretary and Directors shall serve two-year terms such that only one half are changed each year.

3.3 In the case of the resignation of a member of the Board of Directors the Board shall fill the vacancy by appointment for the remaining term of office. In the case of two or more resignations, a Special Meeting of the Association shall be held.

3.4 The members may, by special resolution, remove a Director before the expiration of his or her term of office. The procedure for the special resolution shall be as outlined in Article 6.1 of the bylaws.

3.5 Directors shall not receive financial remuneration for their duties as Directors, except for remuneration for out-of-pocket expenses associated with their duties.

## 4. Duties of Directors and Officers

4.1 Meetings of the Board of Directors shall be called by the President or any three Directors.

4.2 The Board of Directors shall be responsible for:

1. The management of the affairs of the Association.
2. The appointment of such committees as they deem necessary.
3. The carrying out of directions given by resolution at any meeting of the Association.

4.3 The President shall preside at all meetings of the Association and the Board of Directors and will be an ex-officio member of all committees except nomination and election committees. Except in the nomination and election of officers, and in the event of a tie, the President shall not vote.

4.4 The Vice President shall, in the absence of the President, assume the responsibilities of the President.

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## 4.5 The Secretary shall:

1. Keep minutes of the meetings of the general membership and the Board of Directors.
2. Have custody of all records, correspondence, and other documents of the Association except those required to be kept by the Treasurer.
3. Issue notices of meetings of the Association when required.

## 4.6 An alternative Secretary shall be appointed by the Board of Directors who, in the absence of the Secretary, shall assume the duties of the office.

## 4.7 The Treasurer shall keep a proper record of all transactions involving the said funds and shall pay all accounts on approval of the signing officers.

## 4.8 The Board of Directors shall maintain a proper list of members and these will be in the custody of the Secretary or Treasurer.

## 4.9 The financial signing officers of the Association shall be any two of the President, Vice-President, Treasurer and Secretary.

## 4.10 The Board of Directors shall cause minutes to be made and books provided for the purpose of recording the proceedings and resolutions of all meetings of the Association and the Board of Directors.

## 4.11 All books and records of the Association may be inspected by any member at the Annual General Meeting or upon 30 days written notice.

## 4.12 The Board of Directors shall not have financial borrowing powers unless so authorized by a properly advertised Special Meeting with a 75% vote of approval.

## 4.13 The seal of the Association shall be in the custody of the Secretary and its use from time to time shall be determined by the Board of Directors.

## 4.14 The Board of Directors shall cause a true account to be kept of the assets and liabilities of the Association.

## 4.15 A balance sheet of all accounts of the Association prepared by the Treasurer and signed by two of the Directors shall be presented at the Annual General meeting.

## 5. Committees

### 5.1 The Board of Directors, with the approval of the membership, may create and specify the duties of special committees as required, to perform tasks or studies required to further the work of the Association.

### 5.2 The first order of business of any committee or sub-committee must be the preparation of a clear statement of objectives and a mandate to be presented in written form to the board of Directors before the next regular meeting of the Association.

### 5.3 Financial transaction undertaken by committees shall be made available to the Treasurer of the Association.

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- 5.4 No Committee shall commit the Association to any expenditure without Board approval.
- 5.5 A copy of correspondence using the Association letterhead under the authorization of the Association must be given to the Directors.
- 5.6 Application for funds in the name of the Association must be approved by the membership at a regular meeting.

## **6. Amendments to the Constitution or By-Laws**

- 6.1 The Constitution and/or By-laws may be amended or rescinded by a special resolution passed by a 75% majority vote of members present at any General Meeting of the Association providing that at least 14 days prior to the meeting, written notice of the proposed new by-law, amendment or rescission shall be sent through the mail to each member or made known to members by public advertisement.

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Elizabeth Johnston  
Chair, DIRA

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Moir Webster  
Secretary, DIRA