

ROYAL OAK COMMUNITY ASSOCIATION CONSTITUTION

1. The name of the Society is Royal Oak Community Association.

2. The purpose of the Society is:

To promote, support, facilitate, coordinate and undertake activities that will enhance the well-being of the Royal Oak community. To foster meaningful community engagement; and to act as a representative of Royal Oak neighbourhoods before the District of Saanich.

BYLAWS

Introduction:

We carry out our purpose by:

- providing a forum for dialogue on community matters;
- interacting on behalf of members with the District of Saanich and other government or jurisdictional authorities with respect to community concerns;
- supporting activities which strengthen the sense of community in Royal Oak neighbourhoods;
- being led by the values in the Saanich Official Community Plan and the Royal Oak Local Area Plan.

Part 1 – Definitions and Interpretation

1.1 Definitions

In these Bylaws, unless the context otherwise requires:

- (a) “Association” means the Royal Oak Community Association;
- (b) “Executive” means Executive members of the Royal Oak Community Association and consists of the President, Vice-President, Secretary, Treasurer, Registrar and up to four (4) Directors at Large who may fill various functions at the direction of the Executive.

1.2 Interpretation

If there is a conflict between these Bylaws and the Societies Act of British Columbia (hereinafter referred to as ‘the Act’, as amended from time to time) or the regulations under the Act; the Act or the regulations, as the case may be, prevail.

Part 2 - Membership

- 2.1 By application to the Association, a person becomes a member on the Association's acceptance of the application. Membership is open to:
- (a) Any resident or property owner within the Association territory, minimum age of 16;
 - (b) Any business owner/operator or commercial tenant conducting business within the Association territory
- 2.2 (a) All members shall comply with the Constitution and Bylaws of the Association, as amended from time to time, and with any regulations and rulings made by the Executive and/or the Association.
- (b) All members of the Association shall promptly report to the Registrar any changes of address.
- 2.3 The amount of the annual membership fee, if any, must be determined by the Executive.
- 2.4 All members are in good standing until membership ceases or upon expulsion. Members who have failed to abide by the terms of the Constitution and Bylaws are members not in good standing and may not participate in or vote at meetings.
- 2.5 A person shall cease to be a member of the Society:
- (a) if he/she is no longer connected to the Royal Oak community as noted in Article 2.1;
 - (b) by delivering his/her resignation to the Secretary or Registrar;
 - (c) on having been a member not in good standing as prescribed by the Executive (refer to Article 2.4).
 - (d) on his/her being expelled (refer to Article 2.6);
- 2.6 A member may be expelled by a three-fourths (3/4) majority vote of the Executive. Such a decision of the Executive may be appealed at a General Meeting and the decision shall be overturned only by a three-fourths (3/4) majority of the members present at the General Meeting.

Part 3 - Meetings of Association Members

- 3.1 (a) The Annual General Meeting of the Association shall be held at the time scheduled by the Executive. At the Annual General Meeting, Association records shall be available to the members.
- (b) Executive meetings shall be held at least once per quarter at the call of the President or by at least three-fifths (3/5) of the Executive.
- 3.2 (a) Special Meetings of the Association or Executive may be called at the discretion of the President or a majority of the Executive.
- (b) A Special Meeting must be held when at least ten percent (10%) of the members in

good standing request such a meeting.

- (c) At a Special Meeting, only that business which has been explicitly stated in the notice may be dealt with.

3.3 **Notice of Meetings:**

- (a) Electronic (email) notice or written notice of an Annual General Meeting, General Meeting or a Special Meeting will be personally handed to said member, sent electronically or mailed to the member at their registered address a minimum of fourteen (14) days prior to the meeting date. In addition to, but not in place of, said notice can be given in the newspaper.
- (b) The accidental omission to give notice of a General/Special/Executive Meeting to, or non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- (c) At least 2 days' notice of an executive meeting must be given unless the entire executive agrees to a shorter notice period.

3.4 **Quorum:**

- (a) A quorum shall consist of not less than 10 percent of voting members in good standing.
- (b) A quorum at an Executive Meeting shall consist of at least four (4) members of the Executive in good standing, and must have the presence of the President or Vice-President; and Secretary or Treasurer or Registrar.
- (c) Absence of Quorum of a General Meeting:
 - If a quorum is not present within 30 minutes from the time appointed the meeting shall stand adjourned, to the same day in the next week. If at the reconvened meeting a quorum is not present within 30 minutes from the time appointed, the members present shall constitute a quorum, providing that there are never less than three (3) persons present.
 - If at any time in a meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

- 3.5 (a) A General (including Annual General) Meeting shall be adjourned after two hours has elapsed. The Membership may vote by a simple majority to extend the length of the meeting for fifteen (15) minute periods to conclude business.
- (b) No business shall be transacted once a General Meeting is adjourned.

- 3.6 Unless otherwise prescribed by these Bylaws the proceedings at all meetings will be conducted using the current edition of Robert's Rules of Order.

3.7 Voting:

- (a) Members in good standing shall have full rights and privileges of membership, including participation in the discussion at Association meetings, one vote per member on all questions to come before the Association, and eligibility to nominate or be nominated for the election as Executive. No member shall vote by proxy votes.
- (b) All votes at General Meetings shall be by “simple-majority” (50% + 1 vote) of members present except as otherwise stated by these Bylaws or required by the Society Act;
- (c) Voting shall be by display of a voting card, issued by the Registrar at the beginning of each meeting, or by secret ballot, as directed by the Chair or requested by at least 2 voting members. In the case of a secret ballot, the Chair will call for 2 scrutineers to collect and count the ballots.
- (d) If a motion is passed which will require a submission, either written or verbal or by other means, and the motion is passed by less than a two-thirds (2/3) majority, the major concerns of the minority shall be included in the submission.

Part 4 – Executive

4.1 Composition:

- (a) The Executive shall have up to nine (9) elected members to fill the following positions: President, Vice President, Secretary, Treasurer, Registrar and up to four (4) Directors-At-Large;

All members of the Executive must maintain their membership in “good standing”;

All members of the Executive shall be responsible to the membership of the Association;

No member shall serve on the Executive longer than 5 consecutive years;

4.2 Elections:

- (a) A Nominating Committee, comprised of Executive members, shall seek and put forward a slate of candidates for the Executive at each Annual General Meeting. Further nominations from the floor will be accepted.
- (b) The election of the Executive members shall take place at the Annual General Meeting and be effective until the next Annual General Meeting. Temporary Executive vacancies may be filled by Presidential appointment (by approval of

the Executive) until the next General Meeting, where the membership will vote to approve.

- (c) Elections shall be for each position individually and shall be completed in the following order: President, Vice President, Secretary, Treasurer, Registrar and up to four (4) Directors-At-Large.
- (d) The Executive may appoint a person to act as Overseer of the election or any part of it. If voting is carried out by secret ballot, the Overseer will call for two scrutineers to collect and count the ballots.

4.3 Duties:

- (a) The President presides at all meetings and acts as the official representative of the Association. The President may, with approval of the Executive, appoint other members to represent the Association. The President and/or his/her delegate(s) is/are empowered to act on behalf of the Association;

The President may appoint committees and assign duties as appropriate to advance the activities and objectives of the Association;

The President, or in the absence of the President, the Vice-President, or in the absence of the Vice-President, another Executive Member shall preside as Chair of a Meeting;

If the President needs to be actively participating in the discussion, another member will fill this position for all or part of the meeting.
- (b) Vice President assists the President in the performance of his/her duties. In the event the President is absent or is unable to remain in office for any reason, the Vice President shall assume the duties of the President.
- (c) The Secretary, or a substitute appointed by the Executive, if the elected Secretary is unable or unavailable, shall:
 - Keep a record of all meetings of the Association and of all business and correspondence transacted therein, together with current record of the Executive.
 - take and maintain the minutes and records of all meetings.
- (b) The Treasurer shall:
 - be responsible for the monies handled by the Association, and shall maintain an accurate and current accounting of all funds taken in and expended;
 - be responsible for applying for annual grants from the Municipality of Saanich;
 - present a financial statement, in accordance with general accounting practices, at the Annual General Meeting.

- (e) The Registrar shall:
 - maintain a list of the members;
 - maintain a voter eligibility list;
 - actively seek to maximize membership in the Association.
- (f) The role of Director-at-Large shall be determined by the Executive.

4.4 General:

- (a) An Immediate Past Executive Member in good standing may serve in an advisory capacity for the benefit of the members of the Executive, at the invitation of the Executive;
- (b) Any Executive member who is absent for two consecutive Executive meetings without “just cause” may be removed from office by the Executive;
- (c) No member or other person shall conduct any business on behalf of the Association unless authorized by the Executive.
- (d) No member attending any formal meeting, gathering or hearing shall by declaration or infer themselves to be acting for, or speaking on behalf of, the Association unless they have been empowered to by either a vote of the Membership, or the Executive.
- (e) Members of the Executive who conduct business on behalf of the Association shall report back to the Association;
- (f) Any member of the Executive may be removed from office by a motion passed by three-fourths (3/4) majority vote of members present at a duly constituted meeting of the members of the Association.

4.5 Conflict of Interest:

- (a) All incoming Executive shall complete and submit the Conflict of Interest Disclosure Form before participating in Executive and General meetings. An updated form is required immediately when a new conflict of interest arises during the appointed term. The Secretary will record and retain all forms received.
- (b) A conflict of interest arises when an Executive member has a personal interest that conflicts with the interests of the Association, or arises when an Executive member has divided loyalties between their personal interest and the Association. A conflict can be the potential for inappropriate financial gain for the individual, and/or the appearance of a lack of integrity in the Association’s decision-making.

- (c) In the event there is a conflict of interest, the member in conflict shall not participate in or be present during discussions or voting on matters directly or indirectly pertaining to that conflict in Executive and General meetings, and shall refrain from any action intended to influence the discussion or vote. The protocol that was followed during the meeting shall be duly recorded by the Secretary.
- (d) In the event that a member has not disclosed a conflict or is in a conflict situation, a vote will be held at the next Executive meeting to determine whether that member will retain their position on the Executive for the remainder of the appointed term. The member in conflict will not be present or participate in the vote, but will be provided an opportunity to participate in the preceding discussion.

4.6 Respectful Conduct Policy and Executive Consent Form

- (a) All incoming Executive shall sign and submit the Respectful Conduct Policy and Executive Consent Form before participating in Executive and General meetings. The Secretary will record and retain all forms received.

Part 5 – Financial

- 5.1 An account shall be maintained at a financial institution for the safekeeping of Association funds.
- 5.2 There shall be no direct remuneration to any member for services rendered to, for, or by the Association except for authorized business expenses. No Executive or Committee member shall directly or indirectly receive any profit from or through his/her position as such.
- 5.3 Any single expenditure over \$1000 shall require approval by the general membership, with the exception of the annual premium payable for the Association's Liability Insurance Policy.
- 5.4 The following three shall have signing authority: President, Vice-President and Treasurer. All payments shall be by cheques; cheques shall bear signatures from any two of these three signatories.
- 5.5 The financial accounts shall be reviewed annually, prior to the Annual General Meeting by a committee of at least two (2) members in good standing.
- 5.6 No money shall be borrowed by the Association.

Part 6 – Amendments

- 6.1 The Constitution or Bylaws may be amended by Special Resolution provided notice has been given to the membership as provided in Article 3.3. Proposed changes shall be included in the Notice of Meeting delivered to each member.

- 6.2 Amendments to the Constitution or Bylaws must have a three-fourths (3/4) affirmative majority vote of members present at a duly constituted meeting of the Association in order to be passed.

Article 7 - Records

- 7.1 The membership list of the Association shall be restricted to the Executive members. Other documents and records, including accounting records, shall be restricted to the directors and members of the Association only in accordance with Section 37 of the Act.
- 7.2 The Executive shall ensure that all necessary books and records of the Society required by the Bylaws and any applicable statute or law are properly kept.

Article 8 - Territory

- 8.1 The territory of the Association shall be as outlined in the attached map.

Article 8.2

ROCA Boundaries Map (numbered areas indicate neighbourhoods)

