

# downtown SALMON ARM

## Schedule "A"

### Bylaws of

#### SALMON ARM DOWNTOWN IMPROVEMENT ASSOCIATION

##### *Part 1 – Interpretation*

1. (1) In these bylaws, unless the context otherwise requires:

“directors” means the directors of the society for the time being:

“Society Act” means the Society Act of British Columbia from time to time in force and all amendments to it;

“registered address” of a member means the member’s address as recorded in the registrar of members.

(2) The definition in the Society Act on the date these bylaws become effective apply to these bylaws.

2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

##### *Part 2 – Membership*

3. A member is any person who owns and operates a business or owns property within the boundaries of the Salmon Arm business improvement area (the “designated area”) and who is not more than thirty (30) days in default of any payment of any periodic levy assessed by the society.

4. A person may apply to the directors for membership in the society and on acceptance by the Directors is a member.

5. Every member must uphold the constitution and comply with these bylaws.

6. The amount of the first annual membership dues, if any, must be determined by the directors and after that the annual membership dues, if any, must be determined at the annual general meeting of the society.

7. A person ceases to be a member of the society

(a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society

(b) on his or her death, in the case of a corporation, on dissolution

(c) on being expelled, or

(d) on being more than 30 days in default in paying any periodic dues or levy assessed by the society

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8. (1) A member may be expelled by special resolution of the members passed at a general meeting
  - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion
  - (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote
9. All members are in good standing except a member who has failed to pay any dues or levies due and owing by the member to the society, and the member is not in good standing so long as the dues or levies remain unpaid.

### *Part 3 – Meetings of Members*

10. General meetings of the society must be held at the time and notice in accordance with the Society Act, that the directors decide.
- 11 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, when they think fit, convene an extraordinary meeting.
13. (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business
- (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
14. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

### *Part 4 – Proceedings at General Meetings*

15. Special business is
- (a) all business at an extraordinary general meeting except adoption of rules of order, and
  - (b) all business conducted at an annual general meeting, except the following:
    - i. the adoption of rules of order:
    - ii. the consideration of the financial statements:
    - iii. the report of the directors:
    - iv. the report of the auditor, if any:
    - v. the election of directors:
    - vi. the appointment of the auditor, if required:
    - vii. the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

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- 16.(1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
  - (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is quorum present or until the meeting is adjourned or terminated.
  - (3) A quorum is ~~9~~ (7) members present or a greater number that the members may determine at a general meeting.
  
- 17.If within ~~30~~ (15) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of the members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within ~~30~~ (15) minutes from the time appointed for the meeting, the members present constitute a quorum.
  
- 18.Subject to bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
  
- 19.If at a general meeting
  - (a) there is no president, vice president or other director within 15 minutes after the time appointed for holding the meeting, or
  - (b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
  
- 20.(1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
  - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.
  
- 21.(1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
  - (2) In the case of tie vote, the chair does not have a casting vote or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
  
- 22.(1) A member in good standing present at a meeting of members is entitled to one vote (regardless of the number of businesses or properties that person owns or operates), provided that in the case where there is more than one owner or operator of a business, or more than one owner of a property, in the designated area the vote of the senior owner/operator shall be accepted to the exclusion of the other owner(s)/operator(s); and for this purpose seniority shall be determined by the age of the individuals in question if the individuals in question are otherwise unable to agree

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on which of them has seniority for voting purposes.

- (2) Voting is by show of hands.
- (3) Voting by proxy is not permitted.

23. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that the representative must be considered as a member for all purposes with respect to a meeting of the society.

## *Part 5 – Directors and Officers*

24.(1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject nevertheless, to

- (a) all laws affecting the society,
- (b) these bylaws, and
- (c) rules, not being consistent with these bylaws, that are made from time to time by the society

In a general meeting.

- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

25.(1) The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.

- (2) The number of directors must be 5 or a greater number determined from time to time at a general meeting

26.(1) At every general meeting, the director(s) whose term(s) are then expiring shall retire from office. A retiring director shall be eligible for re-election and shall act as a director through out the meeting at which he/she retires. The society may, from time to time by ordinary resolution, increase or reduce the number of directors, and may also determine in what rotation and for what length of term the individual directors are to hold office but that the board of directors be composed of one year terms – president, vice president, secretary treasurer and five directors for a two year term and five directors for a one year term.

- (2) An election may be by acclamation, otherwise it must be by ballot.
- (3) If a successor is not elected, the person previously elected or appointed continues to hold office.

27.(1) ~~The directors may at any time and from time to time appoint~~ (The directors may at any time appoint) a member as a director to fill a vacancy in the directors.

- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.

28.(1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors

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- ~~must~~ (may) appoint a member to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
29. The members may, by special resolution, remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.
30. A director may not be reimbursed for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.
31. That non-members be permitted on the Board of Directors, for up to a two year term, upon nomination by the Board Recruitment Committee and approval by the Board of Directors or majority vote at an Annual General Meeting. That there be no more than one non-member on the Executive Committee and that there be no more than two non-members at one time, holding Board of Director positions.

## *Part 6 – Proceedings of Directors*

- 32.(1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is (as) a majority of the directors then in office.
- (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within ~~30~~ (15) minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (4) ~~A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.~~ (delete)
- 33.(1) The directors may delegate any, but not all, of their powers to committees (and task forces) consisting of the director or directors as they think fit.
- (2) A committee (or task force) so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act of thing has been done.
34. A committee (or task force) must elect a chair of its meetings, but if no chair is elected, or it at a meeting the chair is not present within ~~30~~ (15) minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
35. The members of a committee (or task force) may meet and adjourn as they think proper.

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36. For a first meeting of the directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
37. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, ~~which may be by letter, telegram, telex or cable~~ (delete) of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn
- (a) a notice of meetings of directors is not required to be sent to that director, and
  - (b) ~~any and all meetings of the directors of the society, notice of which has not been given to that~~ director, if a quorum of the directors is present, ~~are valid and effective.~~ (delete)
38. (1) ~~Questions arising at a meeting of the directors and committee of directors must be decided by~~ Majority vote. (delete)
- In the case of tie vote, the chair does not have a second or casting vote.
39. A resolution proposed at a meeting of directors or committee of directors need not be seconded and the chair of a meeting may move or propose a resolution.
40. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

## *Part 7 – Duties of Officers*

41. (1) The president presides at all meetings of the society and of the directors.
- (2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
42. The vice president must carry out the duties of the president during the president's absence.
43. The secretary ~~must do the following:~~ (duties may be conducted by the Manager or Executive Director of the society and)
- (a) conduct the correspondence of the society
  - (b) issue notices of meetings of the society ~~and directors~~ (delete)
  - (c) keep minutes of all meetings of the society ~~and directors~~ (delete)
  - (d) have custody of all records and documents of the society except those required to be kept by the treasurer:
  - (e) have custody of the common seal of the society (if the society decides to have one)
  - (f) maintain the register of members

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44. The treasurer ~~must~~ (duties may be conducted by the Manager or Executive Director of the society and)
- (a) keep the financial records, including books of account, necessary to comply with the Society Act, and
  - (b) render financial statements to the directors, members and others when required
45. (1) The offices of the secretary and treasurer may be held by one person who is to be known as the secretary treasurer
- (2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the Greater number that may have been determined under bylaw 25 (2)
46. ~~In the absence of the secretary from a meeting, the directors must appoint another person to act as Secretary at the meeting (delete)~~

## *Part 8 – Seal*

47. (This part only applies if the society is required or has resolved to have a seal)
48. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place
49. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if not persons are specified, in the presence of the president and secretary or president and secretary treasurer

## *Part 9 – Governing Process*

50. Directors shall be able to vote on Board meeting matters by electronic vote, provided they adhere to all board policies pertaining to the same
- (1) Any Director of the Board may raise a motion and present it to the President.
  - (2) In the event that the motion cannot be deferred to the next board meeting, the President, or a Director designated by the President (designate), shall present the motion electronically with the name of the originator and a request for a seconder to respond within 24 hours by the same electronic communication medium.
  - (3) Should the motion receive a seconder, the motion will be up for discussion within a state time period as determined in the President/Designate's sole discretion to give all the Directors time to review and respond. All hours between 12:01am on Saturday to 11:50pm on Sunday will be excluded in calculating the number of hours for the purposed of a discussion time period.
  - (4) Amendments may be suggested during the discussion period but must also have a motion and a second to continue. If a proposed amendment moves to discussion, the President/Designate may extend the discussion time period for the original motion and the amendment at his or her sole discretion by notifying the Directors with the same electronic medium.
  - (5) During the discussion period, Directors will reply in the same electronic communication medium

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- such that discussion is sent to all Directors (commonly known as a “reply to all” function).
- (6) At the end of the specified time period at the discretion of the President/Designate, the President/Designate will call for an electronic vote.
  - (7) All Directors will respond to the motion directly to the President/Designate by the same electronic communication medium with their vote in favour or against the motion. The President/Designate will tally up the votes. Five Directors must vote to constitute a quorum.
  - (8) The President will inform the Board if the motion has been passed or defeated by the same electronic communication medium.
  - (9) The minutes of the electronic vote will be included in the consent agenda for the next Board Meeting for approval by the Directors.

## *Part 10 – Borrowing*

- 51. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 52. A debenture must not be issued without authorization of a special resolution.
- 53. The members, may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

## *Part 11 – Auditor*

- 54. This part applies only if the society is required or has resolved to have an auditor.
- 55. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 56. At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 57. An auditor may be removed by ordinary resolution.
- 58. An auditor must be promptly informed in writing of the auditor’s appointment or removal.
- 59. A director or employee of the society must not be its auditor.
- 60. The auditor may attend general meetings.

## *Part 12 – Notice to Members*

- 61. A notice may be given to a member, either personally or by mail (or email) to the



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members at the member's registered address. (mailing or electronic address shown on the registrar of members)

62. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

63.(1) Notice of a general meeting must be given to

- (a) every member shown on the registrar of members on the day notice is given, and
- (b) the auditor, if Part 10 applies.

(2) No other person is entitled to receive a notice of a general meeting.

~~64. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.~~ (The society must provide to the member without charge, a copy of the constitution and bylaws of the society, either made available electronically or paper copy)

65. These bylaws must not be altered or added to except by special resolution.