

## **SACA Constitution and Bylaws Update**

After over 18 months of development and many drafts, the new SACA Constitution and set of Bylaws have come back after being reviewed by a lawyer. The constitution is now being posted on the website and the community bulletin board by the mailboxes. The constitution is being circulated in preparation for presentation to the membership at the SACA AGM on September 6<sup>th</sup> as a motion for ratification prior to forwarding the document to the Registrar of Companies in Victoria for approval. If there are any questions or comments in the meantime please contact [breimer@seymourarm.net](mailto:breimer@seymourarm.net) or [kshaw@seymourArm.net](mailto:kshaw@seymourArm.net). You can leave a message or send an email via the contact screen on the website or direct email.

# Seymour Arm Community Association Constitution

## **Name and Governing Authority**

1. The name of the organization is “Seymour Arm Community Association”. This Constitution and related Bylaws have been prepared under the provisions of the Society Act of British Columbia (RSBC 1996) and its attached Schedule B.

## **Purpose**

2. Article 1 and Article 2, items (a) through (e) inclusive of the Seymour Arm Community Association founding Constitution dated September 6, 1989 and subsequent additional items (f) through (j) inclusive, as added April 18, 2002 as well as additional items (k) and (l) added February 5, 2003 are hereby repealed in their entirety and are replaced by the revised Article 1, above and Article 3, items (i) through (viii), below.
3. The Seymour Arm Community Association is neighbors coming together to:
  - i. Make the geographic area of the north end of the Seymour Arm on Shuswap Lake a better place in which to live by providing organizational support to residents and property owners dedicated to enhancement of the environmental, cultural, social and economic well being of the Community.
  - ii. Provide a public forum for the airing of Community issues, ideas and suggestions.
  - iii. Act as a primary communication link among appropriate provincially and federally elected officials, senior government departments, Columbia Shuswap Regional District (CSR D) staff and the residents of the Seymour Arm area.
  - iv. Monitor CSR D planning in the geographical North Shuswap area and encourage sound development planning principles. Ensure the appropriate CSR D staff and elected representatives are aware of Members' concerns.
  - v. Co-ordinate funding sources and fund-raising activities on behalf of the Community as a whole, including but not limited to fees, donations, gifts, grants and assessments.
  - vi. Promote good Community spirit and fellowship among residents and property owners of Seymour Arm, Southshore, Dasnieres Bay, and Shemar.
  - vii. Acquire, hold or lease an interest in real property in the Province of British Columbia necessary to the interests and/or for the benefit of the Seymour Arm Community.
  - viii. Conduct the day-to-day business involved in administration and maintenance of Community facilities and interests through the Executive Committee.

## **Bylaws**

4. The Association shall have a set of Bylaws and Policies which will define duties and day-to-day operational procedures to aid in the orderly conduct of business.
5. The bylaws of the Association as originally listed in the founding document of September 6, 1989 and modified through special resolutions by the Association Membership as approved by the Registrar on February 5, 1991; August 10, 1993; August 22, 1995 and; February 5, 2003 are hereby repealed in their entirety and replaced by Articles 4 through 44 of this document.

## Interpretation

6. The following definitions apply in the Constitution and Bylaws:
  - i. "Association" shall mean the Seymour Arm Community Association (SACA).
  - ii. "Community" shall mean the geographic area of the north end of the Seymour Arm of Shuswap Lake and generally being any lands located in the Seymour Arm townsite, Dasnieres Bay, South Shore, and Shemar areas.
  - iii. "Member" shall mean (a) each resident who has attained legal British Columbia voting age who owns, partially owns, rents or is resident in a residential unit/property in the area defined as "Community" in 6(ii) and who has paid their Community Association dues prior to the commencement of the meeting in which their vote is being counted is entitled to Membership and (b) any sole proprietor, partnership or corporation carrying on business in the Seymour Arm area bordering on the Community as defined above, upon payment of an annual Membership fee as determined by the elected Executive Committee. Residents need only be able to prove to the satisfaction of the Association Secretary that they own, partially own, rent or are resident in a property in the area defined as "Community" and that they are of legal voting age. All Members are entitled to participate in and vote at the annual general meeting and/or extra-ordinary general meetings.
  - iv. "Honorary Member" shall mean any person of legal voting age granted a lifetime Membership based on outstanding contributions to the Community. The Association Executive Committee must approve an Honorary Member by means of a simple majority. An Honorary Member shall be entitled to all the same rights and privileges as a Regular Member but is neither required to pay the annual Membership fee nor reside in the Community.
  - v. "Residential Unit" shall mean any self-contained residence, whether detached, semi-detached or forming part of a multiple unit residential structure situated in the Community.
  - vi. "Owner" shall mean the registered owner or owners of one or more properties in the Community.
  - vii. "Resident" shall mean any person dwelling within the Community and who is of legal voting age in the Province of British Columbia.
  - viii. "Executive Committee" (Board of Directors) is a committee whose primary function is to administer the day-to-day business of the Association. A "Quorum" for the purposes of an Executive Committee meeting is no less than a total of 4 Members of the Executive Committee.
  - ix. "Officer" shall mean a resident of the Community elected or appointed to a position as a member of the Executive Committee by the approval of the majority of Members present at the annual general meeting.
  - x. "Annual General Meeting". An annual general meeting must be held during the Association Year and will include all reporting, election of an Executive Committee and other issues for consideration by the general membership as required by the Society Act. A "Quorum" for the purposes of the annual general meeting or extra-ordinary general meeting is 25 Members or 15% of the total Membership, whichever is greater.
  - xi. "Special Resolution" has the meaning as defined in the Society Act of British Columbia and in general, requires approval by 75% of the Members present.

## Association Year

7. The Association Year shall be from the day after the annual general meeting on the September Labour Day long weekend to the day of the annual general meeting on the September Labour Day long weekend of the following year.

## Government and Administration

8. The Association shall be governed by the following institutions and guidelines:
  - i. The Association's annual general meeting shall be held on the September Labour Day long weekend, with the exact date at the discretion of the Executive Committee. Other general meetings may be called at the discretion of the Executive Committee and will be deemed extra-ordinary general meetings.
  - ii. An assembly of a quorum (see 6(viii) and 6(x)) of the Executive Committee and/or Members as appropriate. Members elected or appointed as Officers by the Regular Members are to perform administrative and Community duties on behalf of the Association. The Executive Committee, except the Association President, is entitled to vote at all general meetings. If a quorum cannot be achieved within 30 minutes of the designated time for a general meeting, a second general meeting date will be set for the same day and time of day for the following week and if a regular quorum is lacking at that time, a quorum will consist of Members present, regardless of number in attendance.
  - iii. The procedure at any meeting shall be as set out in Robert's Rules of Order.
  - iv. The Constitution and Bylaws may only be amended by a special resolution at a general meeting of the Association. Notice of proposed changes to either the Constitution or Bylaws must be included in the general meeting notice (8v.).
  - v. Notice of general meetings (annual or extra-ordinary) shall be deemed delivered to the Members one week from the time of mailing by regular post. Mailing of such notifications must be accomplished at least 21 days in advance of the meeting date to achieve the required 14-day notice for general meetings. Notice shall include the date, time and place of the meeting and in the case of special business, the general nature of that business. Notices of general meetings will also be posted on the Community notice board adjacent to the wharf and on the official Community website. For those with web and email access, notice will be deemed delivered on the day the notice was sent. Members are responsible for notifying the Association Secretary of their email and postal addresses and any changes thereto.
  - vi. The Executive Committee may from time to time and in consultation with the Membership, collaborate with the CSRD in the development and application of local area bylaws under the guidelines of the Official Community Plan.
  - vii. The officers of the Association shall at all times conduct their duties and responsibilities on behalf of the Membership in a lawful and ethical fashion, with due regard to accountability in the use of standard business practices.

## The Membership

9. Members meeting the requirements detailed in 6(iii) and have paid their annual dues may vote at all general meetings.
10. Each Member shall have one vote at all general meetings. A Corporate or Honorary Member who is also a resident is eligible to be nominated to the Executive Committee. All voting at meetings will be by simple majority unless otherwise specifically stated herein and voting will be by a show of hands. Motions receiving a tie vote are deemed defeated.
11. Membership fees for the following year shall be fixed at the annual general meeting of the Community Association.
12. Voting by proxy is not permitted.
13. Any Member may attend, participate in and vote at any general meeting of the Association. They shall have a vote on Association expenditures, which the Executive Committee decides are extraordinary or exceeding the limits detailed in (21). Any Member may also attend and observe but not vote at regular Executive Committee meetings. From time to time, the Executive Committee may hold "in-camera" or closed sessions that relate to legal or privacy

issues and therefore, are not open to the general Membership.

14. A person ceases to be a Member of the Association by delivering his or her resignation in writing to the secretary of the organization or; upon his or her death, or in the case of a corporation, dissolution or; on being expelled by a vote of the Membership by way of a special resolution or; on having been a Member not in good standing (ie: not having paid their annual dues) for 12 consecutive months. A Member receiving a notice for expulsion will receive a brief statement as to the reason for the proposed action and will be given the opportunity to be heard at the meeting before the special resolution is put to a vote.

### **The Executive Committee (Board of Directors)**

15. There shall be an Executive Committee whose primary function is to administer on behalf of the Association, to which it is fully responsible and accountable, the day-to-day business of the Association. The Executive Committee shall serve as the Associations Board of Directors for the purposes of the Society Act of British Columbia and will be composed of: a President, a Vice President, a Secretary, a Treasurer and 8 Directors, each being a Member elected by the Members at the annual general meeting. These Members shall be the Officers of the Association.
16. The Executive Committee shall exercise all the powers necessary to accomplish the purpose of the Association as described in its Constitution (Article 3(i to viii), above), including, but not limited to:
  - i. The calling of meetings;
  - ii. The conduct of meetings;
  - iii. Recommending and implementing all courses of action and adopting procedures for efficient administration of the Association;
  - iv. Retaining and discharging solicitors, engineers, builders and other professional and non-professional workers;
  - v. Recommending the appointment of Honorary Members;
  - vi. Negotiating and or contracting with any relevant person, organization, or governmental authority on behalf of the Association;
  - vii. Purchasing equipment and supplies for the performance of the Association's purpose; and
  - viii. Purchasing such fire, liability and general insurance as may appear prudent to protect the properties and interests and indemnify the Officers of the Association.
17. The President shall be the Chief Executive Officer of the Association and represent the Seymour Arm Community Association on Community Planning and Community Parks matters as well as any other body or board deemed necessary by the Executive Committee for the Association to have Membership on or in. The Executive Committee may, at its discretion, appoint any current Member to represent the Community Association in lieu of the President. The President may vote on all motions presented at the Executive Committee meetings.
18. The Vice-President of the Association shall:
  - i. Assist the President in the performance of duties;
  - ii. Preside at all meetings in the absence of the President;
  - iii. Succeed to the office of President for the remainder of his or her term in the case of vacancy;
  - iv. Be a Member, ex-officio, of all committees; and
  - v. Under the direction of the President, be responsible for the program of the meetings of the Directors.

19. The Secretary shall be the Chief Recording Officer of the Association and will be responsible for the correspondence of the Association; issuance of meeting notices for both the Membership and Directors; the keeping of minutes of all meetings of the Association and Directors; and have custody of all records and documents of the Association except those required to be kept by the Treasurer. The Secretary will also have custody of the common seal of the Association as well as a current Membership list.
20. The Treasurer will be the Chief Financial Officer and will be responsible for maintenance of the financial records of the Association, including books of account as required under the Society Act and as well, prepare and distribute financial statements to the Directors, Members and others as required.
21. Expenditures of any Community Association funds greater than \$10,000.00 must be approved by a majority vote of the Membership either at the annual general meeting or at an extra-ordinary general meeting. The Executive Committee must obtain approval at a general meeting in order to initiate borrowing for Community purposes through a bank or other financial institution. However, debentures shall not be issued without the sanction of a Special Resolution.
22. The Executive Committee shall hold a meeting monthly to set the agenda for a general meeting and/or deal with other matters before it. Minutes of Executive Committee meetings must be recorded. The Executive Committee may choose not to hold a monthly meeting if warranted or if a quorum cannot be met. All decisions of the Executive Committee will be made by a simple majority vote.
23. The Members of the Executive Committee should normally receive seven (7) calendar days written or verbal notice of an Executive Committee meeting unless such time of the meeting was previously set.
24. The Executive Committee of the Association shall report to the Members on activities and affairs of the Association, including a financial statement, at the annual general meeting.
25. Only Members of the Association can be Officers of the Association.
26. A Director must not be remunerated for being or acting as a Director but must be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Association.
27. Executive Committee Members are required to declare any conflicts of interest concerning the duties they perform on behalf of the Community Association.
28. The Executive Committee may, from time to time, appoint or retain an auditor for such a term as is deemed advisable.

### **Election of Officers and Directors of the Association**

29. Incumbent Members of the Executive must retire at the end of their terms at an annual general meeting and an election held to name replacements. Director's tenures shall be for a term of two years. The President, Secretary and four Directors will alternate election years with the Vice President, Treasurer and remaining Directors.
30. A nominating chairman shall be appointed by the Association prior to the annual general meeting and shall present a slate of eligible Members for election.
31. If no nominations are received from the floor in addition to the slate recommended by the nominating chairman at the annual general meeting, the recommended slate shall be acclaimed.

32. An Officer may hold only one office at a time. The President and Vice President may not hold the same office for more than three consecutive terms. These terms can be extended a term at a time by a unanimous vote at the annual general meeting without changing the Association Bylaws. The Secretary and Treasurer may hold office for an indefinite period.
33. A newly elected Executive Committee shall take over the direction and operation of the Association on the first day following the election.
34. An Executive Committee vacancy occurs when an Officer of the Association ceases to be a Member, or fails or is unable to carry out the duties of the position reasonably or in good faith. In such a case, a vacancy shall be declared and confirmed by an Executive Committee vote at their monthly meeting. At least (7) calendar days written or verbal notice of a meeting must be given to the Executive Committee for deciding upon and declaring a vacancy. A Member may be appointed by the Executive Committee to fill the vacancy but such appointments will be effective only until the next annual general meeting.
35. Members may, by special resolution, remove a Director before expiration of his or her term of office and may elect a successor to complete the term of office.
36. Any Member agreeing to allow his or her name to stand for election to the Executive Committee must, before the related general meeting vote is taken, disclose any cause or reason as to why his or her elected position may compromise the interests or integrity of the Executive Committee as a whole.

### **Extra-Ordinary Meetings**

37. An extra-ordinary general meeting may be called to deal with issues of particular concern. The meeting may be called by a simple majority of the Executive Committee or as requisitioned by greater than 10% of the voting Membership.

### **Books and Records**

38. A list of the types of documents to be preserved, the procedure for storing and disposing of books and records are outlined as follows:
  - a. All Association documents must be passed on to the new President, Secretary and Treasurer of the Executive Committee immediately following their election to office.
  - b. Disposal of any document may only be authorized by a simple majority of the Executive Committee, following an explanation of why the document is no longer considered useful. The explanation must be recorded in the minutes of the meeting.
  - c. Hard copies of the following documents must be preserved and stored in an orderly and safe manner by the President, Secretary and the Treasurer of the Association. Copies may also be stored on CD ROM or other appropriate digital media where possible:
    - The Association Constitution;
    - Guidelines concerning Community Association activities not included in the Constitution;
    - Books, Records, Studies, Official and Unofficial Reports, Minutes of the Executive Committee meetings, Letters and other correspondence tabled at meetings, Maps, Applications to the CSRD for Planning and Development such as Zoning by-law amendments, Subdivisions, Official Plan documents, Development and/or Developer Plans;
    - CSRD zoning by-law documents;
    - Instructions for carrying out duties such as organizing the Summer Sizzler, Winter Community Functions and other similar functions;
    - Banking and Financial information; and

- Any other documents that might prove useful to subsequent Executive Committee members.

### **Other Community Organizations**

39. The Association is entitled to and will endeavor to support or work in cooperation with other local organizations for any purpose intended for the overall benefit of Community Members, such as (but not limited to) collaboration for fund-raising.

### **The Community Association's Relationship with Developers and Local Businesses**

40. The Association shall deal with developers in a spirit of respect and consultation. Community Association letters of comment will be sent to the appropriate CSRD, Provincial and/or Federal staff, and will not be copied to the developer or business unless voted for by the Executive Committee.
41. The Association will work with local businesses to obtain needed goods and/or services in a fair and equitable fashion. Any Members of the Executive having a potential conflict of interest in supply of products or services must declare so and abstain from voting on the related motion.

### **Operating and Ad Hoc Committees**

42. At its first meeting following the annual general meeting of Members, the Executive Committee will form operating committees for the next association year to administer specific areas of responsibility in Community services. These operating committees will be chaired by a member of the Executive Committee and will include Members of the Community selected by the Executive Committee as required. The mandates for the operating committees will be set by the Executive Committee and each will report to the Board and Membership as a whole through reports recorded in the minutes of Executive Committee meetings and annual general meetings of the Members. The Executive Committee may also form ad hoc committees as deemed prudent to address specific issues or activities, the reports of which will also be recorded in the minutes of Executive Committee and annual general meetings of the Members. The Executive Committee shall have the power to remove and/or replace Members of any operating committees or ad hoc committees from time to time.

### **Meeting Places**

43. The meeting place for general meetings of Members of the Association is to be the Community Hall. Executive Committee meetings may also be held at the Community Hall.

### **Default Authority**

44. Should issues arise requiring need for additional detail concerning provisions contained in this document, the Society Act of British Columbia and its attached Schedule B will serve as the final written authority to the extent not inconsistent with the specific provisions of these Bylaws.

## Transitional

This Constitution and attached Bylaws take effect on this \_\_\_\_\_ day of \_\_\_\_\_, 2009.

### Signed

President \_\_\_\_\_

Vice President \_\_\_\_\_

Treasurer \_\_\_\_\_

Secretary \_\_\_\_\_

Approved: Registrar of Companies \_\_\_\_\_