

Constitution and Bylaws of the Rutland Residents Association (2017)

Article 1 The name of the Society is

“Rutland Residents Association”.

Article 2 The Purposes of the Association are:

1. To promote the interests of the residents within the boundaries of the Association including the improvement of quality of their lives and quality of the environment.
2. To proactively facilitate dialogue and interaction with the City of Kelowna, the Regional District of Central Okanagan, other levels of government and other persons, on matters affecting the present and future quality of life of Rutland residents including, but not limited to land use planning, transportation, parks, pedestrian systems, transit, air, water and soil quality. The Association will endeavour to ensure the concerns of Rutland residents are considered in the City's, Regional District's and other government's decision making processes, and will strive to ensure that due process is followed on all matters affecting the residents of the Rutland area.
3. To cooperate with other Residents or Neighborhood Associations in matters involving all levels of government and/or agents or other persons.
4. To organize and promote functions and activities for residents within the boundaries of the Association.
5. To raise money required by the Association to meet its purposes through membership fees, other assessments, receiving donations and gifts, governmental and private grants and other fund raising projects approved by the Association.
6. To raise issues deemed important to the Association's community, to encourage debate and assess the general consensus on these issues.
7. To help direct the growth of the area encompassed by the Rutland Residents Association.
8. Any other purpose beneficial to the community.

BYLAWS

Bylaw 1 Interpretation

In these Bylaws, unless the context otherwise requires:

1. "Association" means the Rutland Residents Association.
2. "Board" means the Board of Directors of the Rutland Residents Association.
3. "Director" means an elected or appointed member of this Board.
4. "Member" means every resident whose application for membership has been accepted by the board and who remains a member in accordance with the bylaws.
5. "Rutland Residents Association" means the Society which bears that name and is incorporated under the Societies Act of British Columbia by the Registrar of Companies in British Columbia.
6. "Society Act" means the Societies Act of British Columbia and all amendments to it.
7. Words importing the singular shall include the plural and words importing the masculine shall include the feminine, as the case may be, and vice versa.

Bylaw 2 Membership

1. There shall be two voting classes of membership, being voting and non-voting members.
2. Voting membership in the Association may be issued
 - a) to any **person 18 years or older** who has made application for membership to the Board of Directors and
 - b) who is accepted as a member and
 - c) who pays the amount of the membership fee and
 - d) who resides within the boundaries of the Association. Special consideration to retain voting membership shall be given to those members in good standing, who have ceased to reside within the Associations boundaries as long as payment of the annual fees do not lapse.
3. Non-voting membership may be given to any person 18 years or older, who lives outside the Rutland Residents Association boundaries, who have paid the annual dues and has a status of good standing as well as any organization, service club or company who would designate an official representative to the Association.
4. Members must be in good standing in the Association, and are deemed so when the membership dues and/or any other debts or subscriptions due and owing by such member to the Association have been paid.

5. The amount of the membership dues shall be determined by resolution of the membership present at the Annual General Meeting and applies to any portion of the calendar year. The anniversary date for membership is the date of the Annual General meeting.
6. Every member of the Association must abide by the Association Constitution and Bylaws.
7. Membership in the Association is not transferable.
8. Honorary members may be elected at an Annual General Meeting of the Association in recognition of their valued service on behalf of the Association. Honorary members have no vote in the Association and are not required to reside within the boundaries of the Association.

Bylaw 3 Conditions under which Membership Ceases

A person shall cease to be a member of the Association:

1. By delivering a resignation in writing to the Secretary of the Association. Such resignation shall become effective upon receipt.
2. All members are in good standing except a member who has failed to pay any debt owing to the Association and such member is not in good standing so long as the debt remains unpaid.
3. Upon non-payment of the membership dues after sixty (60) days following the Annual General Meeting, at which time such dues are determined and become payable.
4. Upon ceasing to reside within the area of membership of the Association.
5. Upon death.
6. Upon being expelled.
 - a) A member may be expelled by a special resolution of the members passed at a General Meeting.
 - b) A brief statement outlining the reason for the expulsion shall accompany the notice of the resolution for expulsion.
 - c) The member who is the subject of the expulsion shall be given the opportunity to be heard at the General Meeting before the resolution is put to a vote.
 - d) Reinstatement of the member is at the discretion of the Board.

7. Upon failure to uphold the Association Constitution and Bylaws.

Bylaw 4 Meetings

1. Board, General, Special, and Annual General Meetings of the Association shall be held to receive reports and transact business at the time and place that the Board may decide.
2. Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
3. The Board may, whenever deemed necessary, convene an Extraordinary General Meeting.
4. The Annual General Meeting of the Association shall be held each year in January following the fiscal year end of the Association, in accordance with the Society Act, at a time and place as determined by the Board.
5. The Annual General Meeting will be called for the purpose of
 - a) electing the new Board of Directors that may consist of the President, First Vice President, Second Vice President, Secretary, Treasurer and up to seven (7) Directors at Large and
 - b) receiving reports and
 - c) transacting such other business as may properly come before the Annual General Meeting.
6. A Board or General Meeting may be called by the Board or shall be directed by a Resolution of a General Meeting of the Association, or shall be called by the Secretary within 21 days of receipt of written and signed requisition that states the purpose of the General Meeting and this requisition must be made by at least 10% of the total membership.
7. Notice of the Annual General Meeting shall be given not less than 14 days before the date of the meeting by any accepted form of communications and shall specify the place, day and hour of the meeting, and in case of special business, the general nature of the business
8. Whenever notice of General Meeting or Annual General Meeting is given, the notice shall specify the place, day and hour of the meeting, and in the case of special business, the general nature of that business.
9. The accidental omission to give notice of a meeting or the non-receipt of a notice by any member shall not invalidate proceedings of that meeting.

10. No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.
11. A quorum for the transaction of business at any general or Extraordinary Meeting shall be (10%) of the membership but never less than three (3) members.

Bylaw 5 Voting

1. Every member in good standing present at a meeting is entitled to one vote.
2. Voting by proxy or any other means in absentia is not permitted.
3. A Special Resolution shall be a resolution passed by a majority of 75% of such members entitled to vote, as are present in person at a meeting, of which notice is duly given.
4. At all meetings of the Association every question may be decided by a show of hands or a member may make a motion to decide a question by ballot. A motion to vote by ballot must pass by a majority of members in attendance. The chairperson shall cast a vote at the same time as the other members of the Association. A tie vote means a defeated motion.
5. An election may be by acclamation or by secret ballot.
6. A member is not entitled to vote unless the member is in good standing in accordance with the bylaws.
7. Separate elections must be held for each office to be filled.
8. A simple majority of members in good standing present shall be required to pass a motion at a General or Board Meeting, unless otherwise required by these Bylaws or the Society Act.

Bylaw 6 Board of Directors

1. The affairs of the Association shall be managed by the Board of Directors, who may exercise all such powers and do all such acts and things as may be exercised or done by the Association as permitted by the Society Act and these Bylaws.
2. The Board of Directors shall consist of members in good standing, and who are qualified to be directors are elected at the Annual General Meeting and hold office until their successors shall have been duly elected at the next Annual General Meeting.

3. The term of office for all Board Members shall be for a period of one (1) year but they shall be eligible for re-election if qualified.
4. Qualifications for Board positions coincide with the qualifications for membership in the Association. A Board Member shall cease to be a member of the Board at the time that he ceases to be a member of the Association.
5. A vacancy on the Board of Directors, however caused, may be filled by the remaining Directors by appointment from qualified members of the Association, provided such appointments shall be approved at the next General Meeting by the Association members.
6. The Board may ask for the resignation of any member of the Board not in good standing before the expiration of his term of office, and by a majority of votes, elect any member in his stead for the remaining period of the term of office.
7. The Board of Directors may consist of the President, Immediate past President, First Vice-President, Second Vice-President, Secretary and Treasurer, plus up to seven (7) Directors at Large.
8. The President, First Vice-President, Second Vice President, Secretary and the Treasurer shall be the officers of the Association.
9. Meetings of the Board shall be at the call of the President, the Secretary or any three members of the Board other than the secretary, always provided that there shall be at least six (6) meetings per year. Notice of a Board Meeting shall be given not less than seven (7) days before the meeting. A day in any month may be assigned for regular meetings at an hour and place as specified, in which case no notice thereof need be given.
10. A majority of the Board of Directors shall form a quorum for the transaction of business. Questions arising at a meeting may be decided by a show of hands or a Director may make a motion to decide a question by ballot. A motion to vote by ballot must pass by a majority of Directors in attendance. The chairperson shall cast a vote at the same time as the other Directors of the Association. A tie vote means a defeated motion.
11. A written resolution for presentation to a meeting of members signed by a quorum of Board Members shall be as valid and effective as if it had been passed at a Board meeting duly called and constituted.

Bylaw 7 Duties of Board Members

1. The President shall preside at all meetings of the members of the Association and of the Board. The President shall also be charged with the general

management of the affairs and operations of the Association. The President shall be an ex-officio member of all committees.

2. The Past President shall be a supportive position on the Board and will chair any meeting that the President, First or Second Vice President is unable to chair. The position has voting privileges when not acting as chairperson.
3. The First Vice-President, and in his/her absence, the Second Vice-President, shall assume the duties of the President during his absence. The Vice-President shall also carry out duties as may be requested from time to time by the President.
4. The Treasurer shall
 - a) Keep the financial records, including books of accounts, necessary to comply with the Society Act of British Columbia.
 - b) Receive, deposit and make disbursements of all monies of the Association. Disbursements to be made under the direction of the Board, to whom regular reports are to be made.
 - c) Issue receipts for money received by the Association.
 - d) Open an account at a Credit Union, Chartered Bank or Trust Company as directed by the Annual General Meeting on the advice of the Board.
 - e) Be a Signing Officer of the Association together with one of three other signing officers appointed by the Board of Directors.
 - f) Report at all regular meetings of the Association, and give an annual treasurer's report at the Annual General Meeting of the Association.
 - g) Render financial statements to the President and the Board and the Association when required.
5. The Secretary shall
 - a) Record all facts and minutes of proceedings of the Board and of all meetings of the Association.
 - b) Conduct the correspondence for the Association through the Board, unless the Board decides otherwise.
 - c) Have custody of all books, papers, records, key to the safety deposit box, correspondence and other documents belonging to the Association, except those documents required to be kept by the Treasurer, and those documents that the Board of Directors directs to be in the custody of another Board Member.
6. Directors at Large shall perform such duties as may from time to time be requested by the Board.

Bylaw 8 Administration

1. Committees may be formed by the Directors as required to perform special functions and shall be chaired by a Director of the Association or Board appointed chairperson. The committees must report back to the Board of Directors at each Board of Directors' meeting.
2. Representation to speak on behalf of the Association by any member or committee must have prior majority approval of the President or the Board of Directors.
3. Contracts in the ordinary course of the Associations' operations may be entered into on behalf of the Association by the President, First Vice-president and Treasurer or other member so authorized by the Board.
4. The bank-signing officers shall be appointed by the Board and shall consist of the Treasurer and any one of three (3) additional appointed Board Members. **Any two of the bank-signing officers may endorse Association notes and Association cheques.**
5. The Treasurer may rent a safety deposit box at the financial institution if the Board decides it is required.
6. The Board shall appoint from its members, someone who shall be responsible to maintain the register of members of the Board and the Association, and any similar requirements of the Society Act.
7. In the absence of the Secretary from a meeting, the Board shall appoint another member to act as Secretary at that meeting.
8. In order to achieve the purpose of the Association, the Board may borrow or raise or secure the payment of money in such manners as approved by seventy-five percent of the membership at such regular or special or general meetings where the matter is raised. However, debentures shall not be issued without the sanction of a Special Resolution.
9. The Association members may, by Special Resolution, restrict the borrowing power of the Board, but restrictions imposed expire at the next Annual General Meeting.
10. The Board may from time to time appoint two Association members, excluding the treasurer, to audit the society accounts for such time period as the Board may determine.
11. The Board may authorize the Treasurer to invest some funds in a prudent investment such as a term deposit or special account.

12. Promoting and Sustaining the Association. . The activities and purposes of the Association shall be carried out without personal gain by any Association members. All income or accretions to the Association shall be used for promoting and sustaining the Association's purpose. This provision was previously unalterable.
13. Dissolution of the Association. Upon dissolution of the Association, all archival materials such as files, computer discs, books and records shall be given to a suitable institution for archiving. Assets and monies which remain after payment of all costs, charges, and expenses which are properly incurred by the dissolution shall be given to such organization or organizations in Kelowna, British Columbia, incorporated under the Society Act of British Columbia having a similar purpose as this Association or to a recognized non profit organization in Kelowna B.C., as may be directed by the members present at a General Meeting that moves the dissolution of the Association. This provision was previously unalterable.
14. Remuneration. No member may accept remuneration for services to the Association, but any Board Member or Association member may be compensated for out of pocket expenses incurred while performing duties and tasks, including all travel, all such expenses subject to prior Board approval. This provision was previously unalterable.

Bylaw 9 Conflict of Interest

1. A Director must disclose any conflict or potential conflict of interest and will voluntarily withdraw from any Association proceeding where that Director feels his personal interest will impede his ability to act in the best interests of the Association's general membership.
2. The Directors may, by a two-thirds (2/3) majority of all Directors, excluding the Director in question, require a Director to withdraw from Association proceedings for reasons of conflict, or potential conflict of interest.

Bylaw 10 Amendments to Constitution and Bylaws

1. The Constitution and its Bylaws may only be revised by Special Resolution at an Annual General Meeting of the Association or by Special Resolution at a General Meeting of the Association called for that purpose. For the purpose of the Association, Special Resolution shall mean a resolution passed by a majority of members entitled to vote as are present at the Annual General or General Meeting of which notice to specify intention to propose a resolution as a Special Resolution has been given, such majority being seventy-five percent (75%) of the members present and entitled to vote at such meeting.

2. The Membership must receive notice within 14 days of the proposed changes, the reasons for, and the date, time and place of the meeting.

Bylaw 11 Inspection of Books and Records

1. The books and records of the Association may be inspected by members at any General Meeting of the Association upon advance request.

Bylaw 12 Rules of Procedure

1. The Roberts Rules of Order or the latest revisions thereof shall govern proceedings at all Association meetings except where provisions of same are inconsistent with the Constitution and Bylaws of the Association, and in such cases the latter shall be followed.

Bylaw 13 The Boundaries of the Association are as Follows:

1. The boundaries of the Rutland Residents Association follow the same boundary lines as the Rutland Sector Plan of the City of Kelowna.
2. This provision was previously alterable.