



T.K. SPARKS

## **BYLAWS OF THE MINNEKHADA PARK ASSOCIATION**

### **Part 1 – Interpretation**

1.1 In these bylaws, unless the context requires otherwise,

- (a) “directors” means the directors of the Minnekhada Park Association for the time being;
- (b) “officers” refers to the people on the Board of Directors holding a specific position such as chair, vice-chair, secretary, and treasurer.
- (c) “special resolution” means a resolution passed in a general meeting by a majority of not less than two thirds (2/3) of the votes cast by the members of the Minnekhada Park Association. A special resolution is required to: amend the bylaws, change the objects, remove a director, expel a member, issue debentures and surrender the certificate of incorporation.
- (d) “*Societies Act*” means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;
- (e) “registered address” of a member means his/her address as recorded in the register of members of the Minnekhada Park Association;
- (f) “ordinary resolution” means a resolution passed by a simple majority of the votes cast by the members of the Minnekhada Park Association;
- (g) “user groups” means incorporated or non-incorporated groups who use Minnekhada Regional Park for their activities;
- (h) “task group” means non-incorporated groups who perform specific activities to enhance and maintain Minnekhada Regional Park or other activity groups as may from time to time arise.
- (i) “Park” refers to Minnekhada Regional Park of the Metro Vancouver Regional District.
- (j) A “conflict of interest” is any situation where (a) your personal interests, or (b) those of a close friend, family member, business associate, corporation or partnership in which you hold a significant interest, or a person to whom you owe an obligation could influence your decisions and impair your ability to (c) act in the Society’s best interests, or (d) represent the Society fairly, impartially and without bias.

1.2 The definitions in the *Societies Act* on the date these bylaws become effective apply to these bylaws.

## **Part 2 - Membership**

- 2.1 The members of the Minnehada Park Association are the applicants of the Society, and those persons who subsequently have become members, in accordance with these bylaws and the operating rules and, in either case, have not ceased to be members.
- 2.2 A person may apply to the directors for membership in the Minnehada Park Association and on acceptance by the directors shall be a member. There will be three classes of memberships:
- a) Individual and family members (with one voting member per family);
  - b) Youth members, up to age 16, which are non-voting;
  - c) Honorary life members, with one vote.
- 2.3 Every member shall support the constitution and comply with these bylaws and operating rules.
- 2.4 All members are in good standing except members who fail to pay, by the date specified by the directors, their current annual membership fees or any other subscriptions or debts due and owing by them to the Minnehada Park Association. Members are not in good standing so long as debt to the Association remains unpaid. Membership fees will be established annually by the Board.
- 2.5 The amount of the annual membership dues, if any, can be changed at the annual general meeting of the Minnehada Park Association.
- 2.6 Any member in good standing, of the Minnehada Park Association, shall be entitled to attend any meeting of the Association and may hold any office, as the directors decide.
- 2.7 A person shall cease to be a member of the Minnehada Park Association :
- (a) by delivering his/her resignation in writing to the secretary of the Association or by mailing or delivering it to the address of the Association;
  - (b) on his/her death or in the case of a corporation on dissolution;
  - (c) on being expelled; or
  - (d) on having been a member not in good standing for 12 consecutive months.
- 2.8 A member of the Minnehada Park Association may be expelled by the following procedure:
- (a) A notice of a special resolution for expulsion must be given by the Association members at a general meeting.
  - (b) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - (c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 2.9 The Minnehada Park Association shall be conducted without the purpose of gain for its members and any income, profits or other accretions to the Association shall be used in promoting the objectives of the Association.

### **Part 3 - Meetings of Members**

- 3.1 (a) General meetings of the Minnehada Park Association shall be held at the time and place, in accordance with the *Societies Act*, as the directors decide, and shall be held as often as the business of the Minnehada Park Association requires.
- (b) The directors shall convene a general meeting within 60 days of receiving a petition signed by a minimum of 10% of the voting membership.
- 3.2 (a) Notice of a general meeting shall specify the place, date and hour of the meeting, and, in case of special business, the general nature of that business.
- (b) The accidental omission to give notice of a meeting to or the non-receipt of notice by, any of the members entitled to receive notice, does not invalidate proceedings at the meeting.
- 3.3 The first annual general meeting of the Minnehada Park Association shall be held not more than fifteen (15) months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year.
- 3.4 (a) Thirty (30) days notice shall be given to each member in good standing.
- (b) A new member's voting privileges shall not come into effect until thirty (30) days after the member joins the Minnehada Park Association.

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

- 4.1 "special business" is;
- (a) all business at a general meeting except the adoption of rules of order; and
- (b) all business transacted at an annual general meeting, except;
- (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; and
  - (vii) the other business that, under these by-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 4.2 (a) Three (3) directors in good standing, one of whom must be an officer of the executive, shall constitute a quorum, or a greater number as determined by the board, at any general meeting of the Society.
- (b) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

- (c) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.3 If within thirty (30) minutes of the time appointed for a general meeting a quorum is not present, the meeting, if convened on the request of members, shall be terminated; but in any other case it shall stand adjourned and be reconvened after a period of thirty (30) minutes, and at the reconvened meeting, the members present constitute a quorum.
- 4.4 Subject to bylaw 4.5, the chair of the Minnehada Park Association, the vice-chair or, in the absence of both, one of the other directors present, shall preside as chair of the general meeting.
- 4.5 At a general meeting, the members present shall choose one of their number to be chair if:
- (a) there is no chair, vice-chair or other director present within fifteen (15) minutes after the time appointed for holding the meeting; or
  - (b) the chair and all other directors present are unwilling to act as chair.
- 4.6 (a) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
  - (c) It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting, except as provided in this bylaw.
- 4.7 (a) Resolutions proposed at a meeting shall be seconded and the chair of a meeting may move or propose a resolution.
- (b) In case of an equality of votes, the chair shall not have a casting or second vote in addition to the vote to which he may be entitled as a member, and the proposed resolution shall not pass.
- 4.8 (a) A member in good standing present at a meeting of members is entitled to one vote.
- (b) A member not in good standing is not entitled to a vote.
  - (c) Voting is by show of hands, unless a majority of members decide to vote by ballot.
  - (d) Voting by proxy is not allowed.
- 4.9 A corporate membership shall be a non-voting membership.

## **Part 5 - Directors and Officers**

- 5.1 (a) The directors may exercise all the powers and do all the acts and things that the Minnehada Park Association may exercise and do and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in a general meeting, but subject , nevertheless, to:
- (i) all laws affecting the Minnehada Park Association;
  - (ii) these bylaws; and
  - (iii) rules, not being inconsistent with these bylaws, which are made from time to time by the Association in a general meeting.
- (b) No rule, made by the Minnehada Park Association in a general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
- 5.2 (a) The chair, vice-chair, secretary, treasurer and one or more other persons shall be the officers of the Minnehada Park Association. The officers and directors shall be representative of Minnehada Regional Park user groups, task groups and the broader community.
- (b) The number of voting directors shall not be less than five (5) and not more than eleven (11) directors.
- (c) No more than two (2) directors shall be directly representing any one user group.
- (d) There shall be a non-voting position on the board of directors for the past chair.
- 5.3 (a) Each director shall serve for a term of two (2) years. In the inaugural year, a full slate of directors shall be elected, approximately half of whom shall hold office for one year, and the remaining directors shall hold office for two years. Thereafter, approximately one half of the directors shall be elected each year, so the directors' terms shall overlap by one year. Each year, the board shall select from among its members a Nominating Committee. The Nominating Committee shall request, receive and evaluate nominations and shall submit a list of recommended nominees for election by the members at the annual general meeting. Nominations must be received no less than seven days before the annual general meeting.
- (b) An election may be by acclamation, otherwise it shall be by ballot.
- (c) If no successor is elected, the person previously elected or appointed as an executive officer may continue to hold office for another one (1) year term.
- (d) Individuals can only run for a board position if they have been a member in good standing for the 90 days previous to their election.
- 5.4 (a) The directors shall select one of their number to be chair of the Society, and shall select from their number a vice-chair, secretary, and treasurer.
- (b) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the Board of Directors. A director so appointed holds office until the next annual

general meeting, at which time a director shall be elected to serve the balance, if any, in the term of the vacated position.

- (c) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
  - (d) A director's term shall cease if he misses three consecutive meetings without just cause; just cause shall be determined by a majority vote of the directors of the Minnehada Park Association.
  - (e) A director may be re-elected but may not serve in the same office for more than three (3) consecutive full terms.
- 5.5 The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
- 5.6 Disclosure of interests: A director of a Society who is, directly or indirectly, interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of his or her interest to each other director.
- 5.7 No director shall be remunerated for being or acting as a director, but a director or member shall be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Minnehada Park Association and which are given prior approval by the directors and for which he/she provides receipts to the treasurer.
- 5.8 Subject to the provisions of the *Societies Act*, the Minnehada Park Association shall, with the approval of the court, indemnify a director or former director of the Association and his/her heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him/her in a civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a director, including an action brought by the Association, if:
- (a) he/she acted honestly and in good faith with a view to the best interest of the Association of which he/she is or was a director; and
  - (b) in the case of a criminal, or administrative action or proceeding, he/she had reasonable grounds for believing that his/her conduct was lawful; and for the purpose of giving effect to the foregoing, the Minnehada Park Association may purchase and maintain insurance for the benefit of a person, referred to above, against any liability incurred by him/her as a director.

### **Part 6 - Proceedings of Directors**

- 6.1 The directors shall meet within fourteen (14) days following the annual general meeting to take any action or make any ruling required by a proceeding at the annual general meeting and thereafter regularly and as required by other parts of these bylaws.
- 6.2 (a) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (b) A quorum at a meeting of the directors shall be a majority of the directors then in office.

- (c) The chair shall be chairperson of all meetings of the directors, but if at a meeting the chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the vice-chair shall act as chairperson; but if neither is present, the directors present may choose one of their number to be chairperson at the meeting.
  - (d) At any time, on the request of two (2) directors, the secretary shall convene a meeting of the directors.
- 6.3 (a) The directors may delegate specific powers and duties to committees and each committee shall have a director appointed by the directors as a committee member.
- (b) A committee so formed, in the exercise of the powers so delegated, shall conform to any rules imposed on it by the directors, and shall report every action or recommendation to the next meeting of the directors.
- 6.4 A committee shall elect a chairperson of its meetings, but if no chairperson is elected, or if at a meeting the chairperson is not present within thirty (30) minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.
- 6.5 The members of a committee may meet and adjourn as they think proper.
- 6.6 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for the 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.
- 6.7 A director who may be absent temporarily from British Columbia may send or deliver to the address of the Minnekhada Park Association a waiver of notice, which may be by letter, telegram, telex, cable, e-mail or facsimile, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
- (a) no notice of meeting of directors shall be sent to that director; and
  - (b) any and all meetings of the directors of the Minnekhada Park Association, notice of which has not been given to that director, shall, if a quorum of the directors is present, be valid and effective.
- 6.8 (a) Questions arising at a meeting of the directors and committee of directors shall be, whenever possible, decided by consensus. When the chairperson deems that no consensus can be reached about a question, it shall be decided by a majority of votes.
- (b) In case of an equality of votes, the chairperson does not have a second or casting vote.
- 6.9 (a) Resolutions proposed at a meeting of directors or committee of directors shall be seconded and the chairperson of a meeting may propose or move a resolution.

- (b) A resolution in writing signed by all the directors and placed with the minutes of the directors is valid and effective as if regularly passed at a meeting of directors.

### **Part 7 - Duties of Officers**

7.1 The chair:

- (a) shall preside at all meetings of the Minnehada Park Association and of the directors; and
- (b) is the chief executive officer of the Minnehada Park Association and shall supervise the other officers in the execution of their duties.

7.2 The vice-chair shall carry out the duties of the chair during his/her absence.

7.3 The secretary shall:

- (a) conduct the correspondence of the Minnehada Park Association;
- (b) issue notices of meetings of the Minnehada Park Association and directors.
- (c) keep minutes of all meetings of the Minnehada Park Association and directors;
- (d) have custody of all records and documents of the Minnehada Park Association except those required to be kept by the treasurer;
- (e) maintain the register of members; and
- (f) be responsible for filing the appropriate papers and fees each year to the Registrar of Societies, necessary to maintain the Society in good standing.

7.4 The treasurer shall:

- (a) keep the financial records, including the books of account, necessary to comply with the *Societies Act*; and
- (b) render financial statements to the directors, members and others when required.

7.5 A director may hold more than one position on the board of directors, but the total number of directors shall not be less than five (5) nor greater than eleven (11).

7.6 In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary of the meeting.

### **Part 8 – Access to Records**

8.1 A member may inspect a record the Society is required to keep under section 20 (1) of the *Societies Act*.



- 8.2 A member may not inspect any other record the Society is required to keep under section 20(2) of the Societies Act, unless it is authorized by the board or in accordance with section 24(2)(a) of the *Societies Act*.
- 8.3 A person, other than a member or director of the Society, may not inspect the record of members and may not inspect any other record the Society is required to keep, unless authorized by the board.

### **Part 9 - Borrowing**

- 9.1 The members may by special resolution authorize the directors to borrow funds to carry out a specific project that advances the purposes of the Minnehada Park Association. The directors shall not borrow money without the sanction of a special resolution passed at a general meeting.

### **Part 10 - Banking and Investment**

- 10.1 All monies received by the Minnehada Park Association shall be deposited into a chartered Canadian bank approved by the directors and shall be used to pay, by cheque, any disbursements as the directors may deem necessary and proper.
- 10.2 For the purposes of issuing cheques on the bank accounts of the Minnehada Park Association, the signing officers shall be any two (2) of the following: the chair, vice-chair, secretary, treasurer, a director.
- 10.3 The directors shall create and maintain a reserve fund as they in their sole discretion may deem necessary from time to time.
- 10.4 The directors shall have the power to enter into such insuring agreements as they in their sole discretion may deem advisable for the better carrying out of any objects of the Minnehada Park Association.
- 10.5 Neither the directors nor the Minnehada Park Association shall have the power to lend the money of the Association.

### **Part 11 - Auditor**

- 11.1 This part applies only where the Minnehada Park Association is required or has resolved to have an auditor.
- 11.2 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of the auditor.
- 11.3 At each annual general meeting the Association shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
- 11.4 An auditor may be removed by ordinary resolution.
- 11.5 An auditor shall be promptly informed in writing of removal or appointment.

- 11.6 No director or employee of the Association shall be auditor.
- 11.7 The auditor may attend general meetings.

### **Part 12 - Notices to Members**

- 12.1 A notice may be given to a member, either personally or by telephone or other communications media.
- 12.2 A notice sent by mail shall be deemed to have been given on the second day following that 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.
- 12.3 (a) Notice of a general meeting shall be given to:
- (i) every member shown on the register of members on the day the notice is given;
  - (ii) the auditor, if Part 11 applies.
- (b) No other person is entitled to receive a notice of general meeting.

### **Part 13 - Bylaws**

- 13.1 On being admitted to membership, members are entitled to, and the Minnekhada Park Association shall upon request give to them, without charge, a copy of the Constitution and Bylaws of the Association and operating rules.
- 13.2 These bylaws shall not be altered or added to except by special resolution.

### **Part 14 - Rules of Order**

- 14.1 Decisions and meetings shall be governed by consensus decision-making wherever possible with last recourse to Robert's Rules of Order.

### **Part 15 – Dissolution Clause**

- 15.1 In the event of the winding-up or dissolution of the Minnekhada Park Association, all the funds and assets of the Association remaining after payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Association shall be given, transferred and distributed to such charitable organizations having a similar charitable object and that are registered under the *Societies Act* that shall be designated by the members of the Association at the time of the winding-up or dissolution of the Association.