

# **Kaslo Community Services Society**

## **BY-LAWS**

### **A. MEMBERSHIP**

#### 1. General Membership:

Membership in the Society shall be limited to:

- a. members of the public who have purchased an annual or lifetime general membership (the amount to be set by the Board of Directors from time to time);
- b. the representative of any organization which has purchased an annual general membership (the amount being set by the Board of Directors from time to time);
- c. any member shall have the right to withdraw or resign from membership in the Society upon giving notice, in writing, to that effect, addressed to the Chairperson, Kaslo Community Services Society;
- d. if, in the opinion of the Board of Directors, the conduct of any member is not in the best interest of the Society, that such member(s) be suspended or expelled from the Society and the Society may, at a meeting held for such purpose, by a majority vote of those present and voting at the meeting, suspend the member for such time as the membership sees fit or may expel the member(s) from the Society. Said member(s) would be considered "not in good standing" for the duration of the suspension.

### **B. VOTING**

1. Each member, excluding employees, not in arrears of annual dues, is entitled to one vote at all general and special meetings of the Society.
2. A person joining the Society as a new member shall not be entitled to vote at any meeting of the Society which is held within thirty (30) days of the date on which such person makes the required contribution of membership dues. A member who has let their membership lapse for more than one year shall be considered a new member.

### **C. MEETINGS**

1. Annual General Meetings of the Society shall be held by the end of September of each year and written notice of such meetings shall be given not less than fourteen (14) days prior to such meetings.
  1. Written notice may be given to a member either personally, or by mail, or by electronic means.

2. General and Special meetings of the Society shall be held at such times and places as the Board of Directors may deem necessary. Fourteen (14) days written notice shall be given prior to such meetings.

3. A quorum for a general or special meeting shall consist of ten (10) members present. If at the time of a general or special meeting no quorum is present, such meeting will be automatically carried over to the date seven (7) calendar days from the date of the original general or special meeting, and will be held at the same time and place. No written notice shall be required for such postponed meeting. Such postponed meeting may conduct all business placed before the original meeting or special meeting, regardless whether or not a quorum is present.

#### **D. BOARD OF DIRECTORS**

1. The affairs of the Society shall be managed by a Board of Directors consisting of up to seven (7) members. In electing directors the membership will strive to represent the demographics and interests of the communities it serves. Employees are not eligible to become Directors. The elected Directors shall appoint from amongst themselves a Chairperson, Vice-Chairperson, Secretary and Treasurer, and such other officers the Board of Directors may determine from time to time and the immediate past president will be an ex-officio member of the Board of Directors.

2. In addition to the seven (7) elected Directors, the Board of Directors may, at its sole discretion, appoint up to three (3) advisory Directors, who shall have the same rights and obligations as elected Directors.

3. The Board of Directors may invite representatives of other organizations, a staff representative, and other visitors to attend Board Meetings, but such persons shall not have the right to vote at Board meetings.

4. In the event of a vacancy amongst the Directors, the Board of Directors may appoint a person to become a Director for the remainder of the vacant term.

5. Directors shall be elected by the members at the Annual General Meeting of the Society, and shall hold office for a period of two (2) years.

a. Nominations must be received by the Board of Directors at least seven (7) days prior to the date of the Annual General Meeting.

b. Nominations must be made by two (2) voting members of Kaslo Community Services Society.

6. Directors of the Society may be dismissed for just cause only after a formal hearing before the Executive of the Society and only after a secret ballot has been conducted and a seventy-five (75) percent majority vote has been recorded in favour of the dismissal of the Director(s).

7. The duties of the Chairperson is to preside over all meetings of the Board of Directors and of the Society. The Vice-Chairperson shall assume the duties of the Chair in the latter's absence. The Treasurer shall be responsible for the preparation and the accuracy of all financial statements. The Secretary shall properly record and keep all minutes of all meetings of the Society and of the Board of Directors.

8. Four (4) members of the Board of Directors shall constitute a quorum for Board meetings.

9. In accordance with article 7 of the Constitution, Directors may be reimbursed for their reasonable expenses incurred in connection with the business of the Society, but do not receive a regular remuneration.

10. The preparation and custody of the books and records of the Society and the day-to-day management of the affairs of the Society shall be the duty of the Administrator/Executive Director.

11. If a Director is absent from three (3) consecutive meetings of the Board of Directors then, unless the Directors resolve that said absence was reasonable and acceptable, the Director concerned shall be deemed to have resigned and shall be so informed in writing.

12. The Board of Directors will strive to meet once a month, with a minimum of nine meetings per year.

13. The directors may delegate any, but not all, of their powers to committees consisting of directors and members as they think fit.

A committee 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 or thing has been done.

The chair of a committee shall be a director.

The members of a committee may meet and adjourn as they think proper.

#### **E. REVIEW/AUDIT OF ACCOUNTS**

1. A Professional Accountant or auditor shall be appointed at the Annual General Meeting by the membership to perform a Review or Audit and shall hold office until the following Annual General Meeting.

2. The Professional Accountant or Auditor shall examine the accounts and records of the Society at least once a year, and at such further times as may be ordered by the Board of Directors, and shall provide for the Society a report of the results of their examinations for presentation to the members at each Annual General Meeting.

## **F. ALTERNATION OF BY-LAWS**

1. The By-laws of the Society shall not be altered nor added to except by a special resolution of the Society at a general meeting, and written notice specifying the intention to propose the special resolution shall be given to members not less than fourteen (14) days before such meeting.
2. For all purposes of the Society "special resolution" shall mean a resolution passed by no less than three-quarters (3/4) of the members as are present in person or by proxy at a general meeting of which notice as aforesaid has been duly given.

## **G. CUSTODY AND USE OF SEAL**

1. The seal of the Society shall not be affixed to any instrument except by authority of a resolution of the Directors at a meeting called for the purpose and shall be attested by the signatures of the Chairperson and one Director and/or the Secretary and one Director.

## **H. EXERCISE OF BORROWING POWERS**

1. Unless otherwise determined by ordinary resolution of the Society, the Directors may from time to time borrow on the credit of the Society and for such purpose may pledge or hypothecate the assets of the Society. No debenture shall be issued unless the issuance of such debenture is authorized by a special resolution.

## **I. INSPECTION OF RECORDS**

1. The books and records of the Society may be inspected by any members, at any reasonable time.

## **J. DISSOLUTION**

1. In the event that the Society should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a recognized charitable organization in the province or elsewhere in Canada as directed by the members.

*This provision was previously unalterable.*

2. The charitable organization referred to in paragraph one shall be an organization or organizations concerned with social problems or organizations promoting the same purposes of this Society, as may be determined by the members of the Society at the time of winding up or dissolution. If effect cannot be given or transferred to some other organizations, provided however that any such organization referred to in this paragraph shall be a registered charity recognized by the Department of National Revenue, Taxation, as qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.

*This provision was previously unalterable.*

## **K. PROFITS**

1. The purposes of the Society shall be carried out without purpose of gain for its members. Any profits or other accretions to the Society shall be used for promoting its purposes.

*This provision was previously unalterable.*

Approved September 26, 2022