

BYLAWS OF COQUITLAM RIVER COMMUNITY GARDEN SOCIETY
(THE “SOCIETY”)

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors of the society;

“**Bylaws**” means these bylaws as altered from time to time;

“**Member**” means the signatory of the Membership Agreement to maintain one or more plots. Groups must assign one member as its signatory and authorized representative for the duration of the season;

“**Associate member**” means a person registered by a member to participate in the maintenance of a plot. An associate member may speak but does not receive a vote at a general meeting;

“**Plot**” means a portion of land within the community gardens defined for the purpose of gardening.

Definitions in Act apply

1.2 The definitions in the Act apply to these bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevails.

Dissolution of the Society

1.4 Upon the winding up or dissolution, funds or assets remaining after all debts are paid shall be transferred to a charitable institution with purposes similar to those of the society. This provision was previously unalterable.

PART 2 – MEMBERS

Application for membership

2.1 Any person, family, group or organization may be accepted as a member. A person, group or organization becomes a member when assigned a plot to maintain, upon payment of the applicable fees, and by agreeing to the terms and conditions of membership as summarized on an annual Membership Agreement.

Duties of members

2.2 Every member must uphold the constitution of the society and must comply with these bylaws.

2.3 Gardening will be in accordance with organic practices as outlined in the 1995 Colony Farm Land Use Plan that governs Łéxətəm Park.

Kinds and amounts of membership dues and fines

- 2.4** Members shall pay annual dues consisting of three items:
- (a) membership fees;
 - (b) plot fees (calculated separately from the membership fee and based on the number of plots assigned); and
 - (c) work-in-kind as approved by the directors.
- 2.5** Membership fees not paid, plot fees not paid, and work-in-kind not completed by membership renewal date shall incur a financial penalty.
- 2.6** The board shall make recommendations to members on the cost of fees and fines at the annual general meeting, for discussion, with final rates being determined by the Board.

Member not in good standing

- 2.7** A member is not in good standing if the member fails to pay the member's annual membership dues, or any other subscription or debt due and owing to the society, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

- 2.8** A voting member who is not in good standing
- (a) may not vote at a general meeting, and
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership

- 2.9** A person's membership in the society is terminated:
- (a) by communicating one's resignation in writing to the plot coordinator, who will notify the secretary of the society;
 - (b) on one's death;
 - (c) if the person is not in good standing for 2 consecutive months;
 - (b) on being expelled; or
 - (c) by failure to adequately maintain the assigned plot(s).

Expulsion of members

- 2.10** A member may be expelled by a special resolution of the members passed at a general meeting.
- 2.11** The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 2.12** 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.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time, place, and frequency of general meeting

- 3.1 A general meeting must be held at the time and place the Board determines. A general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the previous meeting.

Ordinary business at general meeting

- 3.2 At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
 - (b) consideration of any financial statements of the Society presented to the meeting;
 - (c) consideration of the reports, if any, of the directors or auditor;
 - (d) election or appointment of directors;
 - (e) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

- 3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

- 3.4 The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair;
 - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

- 3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

- 3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

- 3.7 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

- 3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 3.9** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

- 3.10** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 3.11** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Methods of voting

- 3.12** At a general meeting, voting must be by a show of voting cards, or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Proxy voting not permitted

- 3.13** Voting by proxy is not permitted.

PART 4 – DIRECTORS

Number of directors on Board

- 4.1** The society shall have at least 3 directors.

Election or appointment of directors

- 4.2** At each annual general meeting, the voting members entitled to vote for the election or acclamation of directors must elect or appoint the board.

- 4.3** Elections will be by a show of voting cards, or another method that adequately discloses the intention of the voting members. However, before or after such a vote, if 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting will be by a secret ballot.

Term of appointment of director

- 4.4** The term of office for each director, as listed below, will be two years, terms will expire as follows:
- (a) President and Secretary – even years
 - (b) Vice President and Treasurer – odd years

The directors shall retire from office at each annual general meeting when their successors shall be elected or acclaimed, with the option to stand for a second term.

Removal of a director

- 4.5** The members may by a special resolution remove a director before the expiration of their term of office, and may elect or acclaim a successor to complete the term of office. Such a successor would have the option to stand for a second term.
- 4.6** The notice of special resolution for removal shall be accompanied by a brief statement of the reason or reasons for the proposed removal.
- 4.7** The person who is the subject of the proposed resolution for removal shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Directors may fill casual vacancy on board

- 4.8** The board may, at any time, appoint a member as a director to fill a vacancy that arises on the board as a result of the resignation, death or incapacity of a director during the director’s term of office.

Term of appointment of director filling casual vacancy

- 4.9** A director appointed by the board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy. Such an appointee would have the option to stand for a second term.

Remuneration of directors

- 4.10** These bylaws do not permit the society to pay to a director remuneration for being a director, but:
- (a) a director shall be reimbursed for all expenses necessary and reasonably incurred while engaged in the affairs of the society; and
 - (b) the society may, subject to the Act, pay remuneration to a director for services provided by the director to the society in another capacity.

Signing authority

- 4.11** A contract or other record to be signed by the society must be signed on behalf of the society by the president, together with one other director, but:
- (a) if the president is unable to provide a signature, by the vice-president together with one other director,

- (b) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or in any case, by one or more individuals authorized by the board to sign the record on behalf of the society.

PART 5 – DIRECTORS’ MEETINGS

Calling directors’ meeting

- 5.1** A directors’ meeting may be called by the president or by any 2 other directors.

Notice of directors’ meeting

- 5.2** At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 5.3** The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors’ meetings

- 5.4** The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

- 5.5** The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

Written board resolutions

- 5.6** 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 6 – BOARD POSITIONS

Election or appointment to Board positions

- 6.1** Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:
 - (a) president;
 - (b) vice-president;
 - (c) secretary;
 - (d) treasurer.

Directors at large

- 6.2** Directors who are elected or appointed to positions on the board in addition to the positions described in these bylaws are elected or appointed as directors at large.

Role of president

- 6.3** The president is the chair of the board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.4 The vice-president is the vice-chair of the board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes