

Bylaws of the Abbotsford Downtown Business Association (the "Society")

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws unless the context otherwise requires:

"Directors' means the Directors of the Society for the time being;

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

"Registered address' of members means his address as recorded in the register of members.

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time.

"Abbotsford Downtown Business Improvement Area" means the area as designated by the municipal bylaws Schedule A Map.

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, prevail.

1.4 Words importing the singular include the plural and vice versa; and words importing a male person include female person and a corporation

PART 2 – MEMBERS

Membership

2.1 Membership in the Society shall be open to any person being an owner of or representative of an owner of a non-residential property located within or a business operating from premises located within the area designated as the Abbotsford Business Improvement. Application and annual membership dues, if any, shall be as determined by the Board of Directors and shall be paid in advance as a condition of membership.

If meeting the above requirements, a business owner or property owner qualifies for membership, however, is required to complete a Registration Form that is confirmed received by the Society.

2.2 Members

There shall be one class of Membership:

- a) An owner of multiple legal parcels shall be entitled to only one membership and one vote.
- b) A holder of multiple business licenses shall be entitled to only one membership and one vote.

Rights of Members

- 2.3** The subscribers to this Constitution and Bylaws shall have the same rights as any other members

Duties of members

- 2.4** Every member must uphold the constitution of the Society and must comply with these Bylaws.
- 2.5** The subscribers to this Constitution and Bylaws shall have the same duties as any other member; and
- 2.6** It is the duty of each member in order to remain in good standing in the Society, to comply with the Bylaws of the Society and pay when due the membership fee, if any, for the current year.

Member not in good standing

- 2.7** Membership shall cease when a person no longer meets the above requirements of membership.

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 if member not in good standing

- 2.9** A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.
- 2.10** Any member on ceasing to be an owner or representative of an owner, of a non-residential property located within the Abbotsford Business Improvement Area, or ceasing to be a merchant or representative of a merchant holding a valid business license within the Abbotsford Business Improvement Area shall cease to be a voting member.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

- 3.1** A general meeting must be held at the time and place the Board determines.
- Annual General Meeting: The AGM shall usually be held during the months of March or April for the purpose of electing the members of the Board of Directors, appointing a qualified accountant, and receiving reports and transacting business of the Society

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) appointment of an auditor, if any;
- (f) 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.

Notice: written notice of not less than fourteen (14) days shall be given for any meeting of membership and such notice shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business.

Extraordinary General Meeting: every general meeting, other than an AGM, is an extraordinary general meeting.

VOTING RIGHTS OF MEMBERS

- 3.4** All members of the Society can vote at any meeting of the Society on any matter, and exercise all rights accorded to all members of the Society.
- a) A member may vote by its authorized representative, or
 - b) A member may appoint a representative, entitled to speak and vote by proxy. That representative shall be reckoned as a member for its defined purposes with respect to a meeting of the Society.
 - c) A permanent proxy or proxy entitling an authorized representative to vote at other than one meeting and adjournment is void.
 - d) No one may hold or vote more than five (5) proxies at a meeting of the members.

Chair of general meeting

- 3.5** 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 director's present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

- 3.6** 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

- 3.7** 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

- 3.8** A quorum for the transaction of business at any meeting of the membership shall thirty (30) members including those represented by proxies of which a minimum of 15 persons must be in attendance.

Lack of quorum at commencement of meeting

- 3.9** 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

- 3.10** 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

- 3.11** 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

- 3.12** 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.

Order of business at general meeting

3.13 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

3.14 At a general meeting, voting must be by a show of hands, an oral vote 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.

Announcement of results

3.15 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Matters decided at general meeting by ordinary resolution

3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The first Directors of the Society shall be the subscribers to this Constitution and Bylaws. These Directors shall all retire at the first Annual General Meeting. Thereafter, the number of Directors shall be determined at the first Annual Meeting but in no event shall the number of positions on the Board of Directors be less than five (5) in number.

Election or appointment of directors

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

Directors may fill casual vacancy on Board

- 4.3 Any Director vacancy may be filled by appointment by the other Directors. Such appointment shall run for the term of office or until the next Annual General Meeting, whichever is less.

Term of appointment of director filling casual vacancy

- 4.4 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.

Term of office of each of each elected Director

- 4.5 Term of office of each elected Director shall be two (2) years. The term of office of one-half (1/2) of the Directors shall expire each year (the first term of one year shall be decided by the lot)
- (a) All Directors shall be required to be members in good standing and shall continue to be so during their term of office
 - (b) At each Annual General Meeting, up to a total of eighteen (18) directors shall be elected to two (2) or one-year terms as required to retain the balance.

Removal of Directors

- 4.6 A Director shall cease to hold office upon ceasing to meet the requirements of membership of the Society.
- 4.7 A Director may be removed from his or her position for failing to comply with the Society Act, the Bylaws or the Director Code of Conduct, by Resolution of the Board of Directors, provided that such resolution is carried by a seventy-five (75) percent majority of the whole of the Board of Directors at a General Board meeting; any such motion of removal shall be preceded by twenty-one (21) days notice to the Board of Directors of such motion. Such decision of the Board shall be final.
- 4.8 A Director, upon being removed, shall not be eligible to run for a Directors position for two (2) years.

PART 5 – DIRECTORS’ MEETINGS

Frequency of meetings

- 5.1 Frequency of Meetings: the Board shall meet monthly. During July and August, the Board may suspend meetings and delegate the Executive Committee to carry on the work of the Society.

- 5.2** Special meetings: special meetings may be called at any time by the President or on the written request of three (3) or more Directors, with seven (7) days notice to all Directors, unless the Executive Committee unanimously agrees to wave the notice due to the urgent nature of the situation.

Notice of directors' meeting

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

Attendance of meeting

- 5.4** any Director who is absent from three (3) consecutive meetings shall cease to be a member unless such absence is excused by the Chairman or his Deputy.

Proceedings valid despite omission to give notice

- 5.5** 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

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

Quorum of directors

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

DUTIES AND POWERS OF THE DIRECTORS

- 5.8 To assume the responsibility of making policies with respect to the progress of the programmes developed for advancing the objectives of the society.
- 5.9 To ensure an adequate budget is prepared and to obtain the necessary municipal approval of such budget and to supervise the expenditure of it.
- 5.10 To approve the annual operating budget
- 5.11 To develop resources with which to carry out the program
- 5.12 The Board of Directors shall not be entitled to borrow money on behalf of the Society in excess of ten thousand dollars (\$10,000) total, unless such borrowing is approved at a General Meeting of the membership as a special resolution
- 5.13 To administer funds in a manner determined by the Executive Committee, with approval of the Board of Directors.
- 5.14 To represent the Society in the community
- 5.15 To ensure adequate record and confidential filing system for all phases of the activities of the Society are kept.

- 5.16 To approve an interim Operating Budget from December 31st year end to the Annual General meeting.
- 5.17 In the event of an Executive Officer position becoming vacant for whatever reason, the Board will nominate and elect a person to fill this position until the next Annual General Meeting date.
- 5.18 Each Director shall supply official contact information and inform the Executive Director of any changes to this information throughout the year. This will be the means by which correspondence and notices are sent.

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.
- 6.2 The election of officers shall take place following the Annual General Meeting at the first Directors meeting immediately following the AGM.

The officers will include the:

 - i. President
 - ii. Vice-President
 - iii. Secretary
 - iv. Treasurer
- 6.3 All officers shall be elected yearly and serve a term of office of one (1) year.
- 6.4 The officers shall be nominated with the consent of the nominee from within the newly elected Board of Directors. In the event of more names being on the list than are required for the positions to be filled, an election shall be decided by a majority vote by ballot.
- 6.5 The officers shall be nominated with the consent of the nominee from within the newly elected Board of Directors. In the event of more names being on the list than are required for the positions to be filled, an election shall be decided by a majority vote by ballot.

Directors at large

- 6.6** 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

6.7 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

6.8 The President shall:

- a) Be responsible to the Board of Directors and accountable to it
- b) Preside at all Board Meeting and General Meetings
- c) Sign all documents requiring the official signature of the Society
- d) Confer with the Executive Committee about agendas of all regular or extraordinary meetings of the Board
- e) Appoint such Standing or Special Committees as authorized by the Board of Directors for specifically defined purposes.
- f) Serve ex-officio on all Committees.
- g) Confer with the Executive Committee and other appropriate persons on any and all phases of the program.

Role of vice-president

6.9 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.

(a) assume other responsibilities in accordance with assignments made by the Board and/or the President

Role of secretary

6.10 The Secretary shall oversee and:

- a) Be responsible for recording the proceedings of all meetings, and shall arrange for custody of the official copy of the minutes of all meetings which shall be kept at the office of the Society, of any
- b) Issue notification of all meetings and provide each member present with a copy of the Agenda;
- c) Be responsible for correspondence as is authorized by the Board and the Executive Committee; and
- d) Keep a current list of all members of the Society
- e) Publish an organization roster of names, addresses, and telephone numbers
- f) Arrange for the custody of the seal, if any, of the Society which may be affixed to any document as directed and authorized by the Board of Directors and all minutes of all meeting; and
- g) Provide an official copy of the Minutes of all meetings of the Society to the Planning Director of the City of Abbotsford

Absence of secretary from meeting

6.11 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

6.12 The Treasurer shall oversee and:

- a) Be responsible to the Board for the general administration of funds, including bookkeeping and accounting;
- b) Be responsible for the monthly and the Annual Reports and preparation of financial statements by a duly qualified Accountant approved at the preceding Annual General Meeting;
- c) Conduct the Society's financial business through such chartered bank, trust companies, credit unions as directed by the Executive Committee; and
- d) Arrange for custody of the financial records of the Society.

EXECUTIVE COMMITTEE

6.13 The Executive Committee shall consist of the officers as identified in paragraph 6.2 Following the Annual General Meeting. The Executive Committee is expected to hold meetings as frequently as necessary to facilitate the operation of the Society and to keep the Board and Membership of the Society apprised of its actions at their monthly meetings.

6.14 The Executive Committee shall be responsible for reviewing administrative and personnel issues and making recommendations to the Board of Directors.

6.15 In the event of an Executive Officer position becoming vacant for whatever reason, the Board of Directors will nominate and elect a person to fill this position until the next Annual General Meeting date.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 Director shall not receive remuneration for his or her duties as a Director other than for expenses incurred on behalf of the Abbotsford Downtown Business Association as approved by the Board of Directors.

Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 – FINANCIAL

The Financial year

- 8.1 The financial year shall be the calendar year, at the end of it, the duly appointed accountants shall immediately prepare the financial statements for the Society and approved in writing by two Directors of the Board

Accountants

- 8.2 A properly qualified Accountant who has been approved at the preceding Annual General Meeting shall prepare all accounts.
- 8.3 An Accountant appointed, annually for such purpose, at the Annual General Meeting shall prepare annually the Financial Statements of the Society

Authorization of expenditures

- 8.4 Any member who accepts volunteer duties in the Society as a Director or a member of the Society who authorizes without prior sanction of the Directors of the Society, any act involving liability and expense, is solely responsible for any such liability and expense thus arising, unless the Directors otherwise decide.
- 8.5 The Society shall be operated without purpose of gain for its members and any profits or other accretions to the Society's capital or assets shall be used in promoting its purposes.
- 8.6 In the event of winding up and dissolution of the Society, the assets shall not be distributed among the members, and any assets remaining, after all debts have been paid, shall be transferred or delivered to a charitable institution or to trustees on trust for a charitable purpose, in accordance with a resolution of the members.

PART 9 – AMENDMENTS

Changes to the Constitution and Bylaws

- 9.1 The Constitution and Bylaws may be repealed, added to, or amended by a seventy-five percent (75%) of the members present at any Annual General Meeting of the Society or at a Special Meeting call for that purpose.
- 9.2 Notice of such special resolution to alter the Constitution shall be given, in writing, to the Secretary and sent by him or her to the members of the Society at least six (6) weeks in advance of the Annual or Special Meeting.

PART 10 – RULES OF ORDER

RULES OF ORDER

- 10.1 Robert's Rules of Order shall govern all meetings of the Society, its Directors and Committees.