

SOCIETY ACT

Bylaws of East Porpoise Bay Ratepayers Association

PART 1 - MEMBERSHIP

- a) Membership in the Association shall be limited to those who own property within the area defined and registered as "East Porpoise Bay Ratepayers' Association District". Each registered property is entitled to only one vote. In the event that a member owns multiple properties they are still entitled to only one vote.
- b) Members may proxy their vote, in writing and subject to guidelines specified by the Board, to a resident tenant who has resided on the property for not less than six months.
- c) Membership in the Association shall be open upon application and payment of the membership fee.
- d) Every member shall uphold the Constitution and comply with the Bylaws of the Association.
- e) All members are in good standing except a member who has failed to pay their current membership fee, which is due and payable on or by March 31 of each calendar year, or any other subscription or debt due and owing to the Association, and is not in good standing so long as the debt remains unpaid.
- f) An absentee member in good standing may proxy his/her vote in writing through a Director of the Association.
- g) The amount of the first annual membership fee shall be determined by the Directors and after that the annual membership dues shall be determined by the Annual General Meeting.

Part 2 - MEETING OF MEMBERS

- a) Each member shall have one vote.
- b) The act of the majority of members in good standing present at any meeting shall be the act and decision of the entire Association.
- c) Voting shall be by show of hands, unless otherwise dictated by the Chair.
- d) General Membership meetings shall be held at a time and place as decided by the Board of Directors.
- e) A Board of Directors will be nominated and elected by the general membership once a year at the Annual General Meeting.

- f) A quorum is 12 members present at an Annual General Meeting or Extraordinary General Meeting.
- g) If within 30 minutes from the time appointed for an Annual General Meeting or Extraordinary General Meeting a quorum is not present, the meeting must be terminated.
- h) The first Annual General Meeting of the Society must be held not more than 15 months after the date of incorporation and after that an Annual General Meeting must be held at least once in every calendar year and not more than 12 months after the holding of the last preceding Annual general Meeting.
- i) An Extraordinary General Meeting may be called at the discretion of the Board of Directors.
- j) An Extraordinary General Meeting will be called upon written request to the Board of Directors by a minimum of three members of the Association. Such an Extraordinary General Meeting must be called within thirty days of receipt of notice.

Part 3 - DIRECTORS AND OFFICERS

- a) The number of Directors shall be nine or a greater number as determined from time to time at the Annual General Meeting.
- b) Directors elected at the Annual General Meeting shall serve in this capacity until the next Annual General Meeting.
- c) The Directors may, at any time, appoint a member as a director to fill a vacancy on the Board of Directors.
- d) A majority of the Directors in attendance at Directors' Meetings shall constitute a quorum.
- e) A Director may be dismissed at the discretion of the Board for lack of attendance at Directors Meetings.
- f) At the Directors meeting following the Annual General Meeting the Board of Directors shall elect Board members to serve as Officers of the Association. This will include three authorized signers for cheques and documents, any two of the three authorized signers may authorize the transaction.
- g) Officers shall serve until the next Annual General Meeting, but may serve consecutive terms if so elected.
- h) The President, Vice President, Secretary, Treasurer, and one or more other Directors shall be the Officers of the Association.

- i) The Directors may exercise all the powers and do all acts and things that the Association may exercise and do, subject to the Constitution and Bylaws of the Association.
- j) The Members, may, by special resolution at an Extraordinary General Meeting, remove a Director before the expiration of that Member's term of office, and may elect a successor to complete the term of office.
- k) No Director shall be remunerated for being or acting as a Director, but a Director may be reimbursed for expenses reasonably incurred in pursuing the affairs of the Association, subject to receiving the Board's prior approval.

Part 4 - DUTIES OF OFFICERS

- a) The President is the chief executive officer of the Association, and shall supervise the other officers and Directors in the execution of their duties. The President will issue Notices of Meetings and make up agendas.
- b) The Vice President shall carry out the duties of the President in the President's absence.
- c) The Secretary shall
 - I. Conduct the correspondence of the Association
 - II. Assist the President to issue notices of meetings
 - III. Keep minutes of all meetings of the Association
 - IV. Have custody of all records and documents of the Association, except those required to be kept by the Treasurer.
 - V. Maintain the register of the members unless otherwise advised by the Board.
- d) The Treasurer shall
 - I. Keep the financial records, including books of account of the Association necessary to comply with the Society Act.
 - II. Render financial statements to the Directors, Members and others as required.
 - III. Maintain a register of members in lieu of the Secretary if so agreed by the Board.

Part 5 - PROFIT, GAIN AND BORROWING

- a) The Association shall be carried out without purpose of gain for its Members, and any profits or other accretions to the Association shall be used for promoting its purpose.
- b) No Officer, Director or group thereof may borrow, raise, or secure money on behalf of the Association.

Part 6 - BYLAWS AND CONSTITUTION

- a) On being admitted to membership, each member is entitled to receive, without charge, a copy of the Constitution and Bylaws of the Association.
- b) These Bylaws shall not be altered or added to except by a majority vote of 70% of the members at any Annual General Meeting providing a quorum is present.
- c) In order to change the bylaws, the membership shall receive notice of the proposed change in writing, a minimum of 30 days prior to the meeting in which a change will be proposed.
- d) The proposed change to the bylaws shall be put forward within the first half hour of the start of any Annual General Meeting.
- e) The Constitution shall not be altered or added to except by a majority vote of 90% of the members at the Annual General Meeting providing a quorum is present.
- f) It is recommended that the Constitution and Bylaws be reviewed every three years.

Dated June 1, 2010

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