



JAMES BAY NEIGHBOURHOOD ASSOCIATION CONSTITUTION (2012 with 2015 and 2019 bylaw amendments)

Article 1

The name of the Society shall be James Bay Neighbourhood Association. *(as amended April 14, 2010)*

Article 2

The Purposes of the Society are:

1. To enable the community to be actively involved in the preservation, rehabilitation and planned development of James Bay so as to preserve and enhance the quality of the environment and life therein.
2. To promote community awareness of and involvement in environmental issues and their impact on the community, and facilitate community input to the continuous review and upgrading of the James Bay Plan.
3. To insure that all development proposals reflect the James Bay Community Plan and accurately reflect the values, issues and concerns of James Bay residents.
4. To be sensitive to community concerns, to educate and assist individuals and community groups with respect to environmental and ecological developments.
5. To hear, research and assess through consistent procedures all proposals for land use development in James Bay.
6. To advise the City government on proposals for land use development in James Bay.
7. To seek representation on committees of Council which relate to the purposes, goals and objectives of the Society.
8. To actively represent James Bay at all levels of government with respect to Issues affecting James Bay.
9. To provide an open forum for discussion with a view to promoting input into the decision-making processes that concern James Bay.
10. To preserve the heritage character of the neighborhood.
11. To support community groups and individuals in their efforts to meet these objectives.
12. To actively liaise with other neighbourhoods to insure all residents of Victoria have informative public forums to discuss issues that affect their quality of environment and life.

BYLAWS

Part 1 – Membership

- 1.1 Eligibility for Membership:
Every resident of James Bay shall be eligible for membership. The membership of the Society comprises Members and Voting Members.
A resident may indicate in writing the wish to become a Member of the Society, and, on confirmation by the Board or a Director designated by the Board, shall be a Member.
- 1.2 Eligibility for Voting Membership: Any Member who has attended three of five consecutive regular meetings shall be considered a Voting Member and shall have one vote.
- 1.3 A Voting Membership lapses when the Voting Member attends fewer than two regular meetings in the twelve-month period commencing on the date on which Voting Membership was established (the "Voting Membership date") or in any subsequent twelve-month period commencing on the Voting Membership date. A Voting Member whose Voting Membership lapses reverts to being a Member.
 - 1.3.1 The Board of Directors may, by majority vote, reinstate Voting Membership to any member whose Voting Membership has lapsed due to extended illness or job related absence. Any Member who has lost his/her voting rights may request a reinstatement of voting rights from the general membership of the Society at a regular meeting of the Society.
- 1.4 All Members and Voting Members are in good standing except a Member or Voting Member who has failed to pay his/her current annual membership fee or any other subscription or debt due and owing by him/her to the Society and he/she is not in good standing so long as the debt remains unpaid or is forgiven under Article 1.5.1.
 - 1.4.1 A Voting Member who is not in good standing may not vote.
- 1.5 Membership Dues: Membership dues must be approved by a two-thirds majority vote at a general meeting after notice of motion is given.
 - 1.5.1 Waiver of dues: In cases of hardship the Board of Directors may by majority vote waive the payment of dues.
- 1.6 Termination of Membership: a person shall cease to be a Member of the Society:
 - a) by delivering his/her resignation in writing to the Secretary of the Society or by e-mailing, mailing or delivering it to the address of the Society.
 - b) ceasing to be a resident of James Bay.
 - c) on his/her death.

Part 2 – Membership Meetings

- 2.1 Regular general meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the Board decides.
- 2.2 Meetings of the Society are open to the public; anyone attending may address the meeting at those points when comments are being sought. Only Voting Members of the Society may vote on motions.

- 2.3 Regular general meetings are held monthly, normally on the 2nd Wednesday of each month or as determined by the Board of Directors.
- 2.4 The Board may, when it thinks fit, convene an extraordinary general meeting provided:
- a) notice in writing of an extraordinary general meeting shall be distributed to all Voting Members, by mail, facsimile, e-mail or other form of written electronic communication at their address of record, which will specify the place, day and hour of the meeting and in case of special business, the general nature of the business.
 - b) The accidental failure to receive notice of such a meeting by any of the Members entitled to receive notice does not invalidate proceedings at that meeting.
 - c) An extraordinary general meeting may be convened provided it is constituted of a minimum of 10% or more of the voting membership and subject to compliance with Bylaw 2.4a) and 2.4 b).
- 2.5 Annual General Meeting:
An annual general meeting shall be held each calendar year during the months of March or April at such place and time as agreed to by the Board of Directors.

Part 3 – Proceedings at Regular General Meetings

- 3.1 Regular business is:
- a) All business at regular general meetings except the adoption of rules of order, or a special resolution, and
 - b) All business transacted at an annual general meeting except:
 - 1) the adoption of rules of order;
 - 2) the consideration of the financial statement;
 - 3) the report of the Directors;
 - 4) the report of the auditor, if any;
 - 5) the election of Directors;
 - 6) the appointment of the auditor if required;
 - 7) the other business that under these bylaws ought to be transacted at an annual general meeting; and
 - 8) a special resolution.
- 3.2 No business, other than the election of a chairperson for this particular meeting and the adjournment or termination of the meeting, shall be conducted at a regular general meeting at a time when a quorum is not present.
- 3.2.1 If at any time during a regular 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.
- 3.2.2 Quorum: A quorum for the annual general meeting, a regular general meeting, or an extraordinary general meeting shall be a minimum of 10% of the number of Voting Members on the last available official membership list or fifteen (15) Voting Members, whichever is less.

- 3.2.3 If within 15 minutes from the time appointed for a regular general meeting a quorum is not present, the meeting if convened on the requisition of members, shall be terminated; but in any case it shall stand adjourned, and if at the resumption of the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 3.3 Subject to these bylaws, the President of the Society, the Vice-President or in the absence of both, one of the Directors present, shall preside as chairperson of a regular meeting.
- 3.3.1 If at a regular meeting there is no President, Vice-President or other Director present within 15 minutes after the time appointed for holding the meeting; or the President and all the other Directors present are unwilling to act as chairperson, the Members present shall choose one of their number to be chairperson.
- 3.4 A regular 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.
- 3.4.1 When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 3.4.2 Except as provided by this bylaw, it is not necessary to give notice of an adjournment or the business to be transacted at an adjourned regular meeting.
- 3.5 In case of an equality of votes for and against a motion, the motion fails.
- 3.6 A voting member in good standing present at a meeting of the Society is entitled to one vote.
- 3.7 Voting is by show of voting cards or by secret ballot.
- 3.8 Voting by proxy is not permitted.
- 3.9 The rules of procedure at an annual, regular, board, or extraordinary meeting shall be determined by the Board of Directors, or, if any member objects, the Robert's Rules of Order shall apply.
- 3.10 Copies of substantive incoming and outgoing correspondence will be made available at regular meetings.

Part 4 – Directors and Officers

- 4.1 The Directors may exercise all the powers, set policy and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed to or required to be exercised or done by the Society in regular general meeting, but subject nevertheless to:
- a) all laws affecting the Society;
 - b) the Society's Constitution and these Bylaws;
 - c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.

- 4.2 No rule made by the Society in a general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 4.3 The President, Vice-President, Secretary, Treasurer and two other persons shall be the Directors. They are elected at an Annual General Meeting.
 - 4.3.1 The Board may present a motion at any regular general meeting to increase the number of Directors up to 8; if passed by a simple majority of voting members present, such additional Directors will be elected at the next Annual General Meeting for a two year term.
 - 4.3.2 In addition to the elected Directors, the Board of Directors may appoint up to two (2) further Directors if deemed necessary. Appointed directors serve from the time of appointment until the next Annual General Meeting.
 - 4.3.3 Election of Directors at the first annual general meeting: to provide for continuity, at the first annual general meeting, officers will be elected for the following terms: Two (2) year term: President, Treasurer; One (1) year term: Vice-President and Secretary.
 - 4.3.4 Separate elections shall be held for President, Vice-President, Secretary and Treasurer. A single election shall be held for positions of additional Directors.
 - 4.3.5 An election may be by acclamation; otherwise it shall be by secret ballot.
 - 4.3.6 If no successor is elected the person previously elected or appointed may continue to hold office.
 - 4.3.7 Only voting members are eligible for nomination to be a Director.
 - 4.3.8 Any voting member may nominate or second the nomination of another voting member to be a Director.
 - 4.3.9 A Director who loses his/her voting membership may attend a Board of Directors meeting but may not vote until such time as his/her voting membership is regained.
- 4.4 The President, upon retiring, may become an “ex-officio non-voting director” for a period of one year.
- 4.5 The terms for Directors shall be two (2) years.
 - 4.5.1 The Directors whose terms expire shall retire at the annual general meeting at which time their successors shall be elected.
 - 4.5.2 Directors whose terms expire are eligible to stand for re-election.
- 4.6 The Directors may at any time and from time to time appoint a voting member as a Director to fill a vacancy on the Board of Directors.
 - 4.6.1) A Director to be appointed holds office only until the conclusion of the next annual general meeting of the Society but is eligible for re-election at the meeting.
- 4.7 Voting members by special resolution, requiring a 75% majority vote, may remove a Director before the expiration of his/her term in office.

Part 5 – Proceedings of Directors

- 5.1. The Board of 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.
 - 5.1.1 Regular Board meetings will be held each month at a time and place agreed to by the majority of Directors.
 - 5.1.2 The Directors may from time to time fix the quorum necessary to transact business only with the approval of the majority of Directors, and unless so fixed the quorum shall be a majority of the Directors then in office.
 - 5.1.3 The President shall be chair of all meetings of the Directors, but if at a meeting the President is not present within thirty minutes after the time appointed for holding the meeting, the Vice-President shall act as chair, but if neither is present the Directors present may choose one of their number to chair that meeting.
 - 5.1.4 A Director may at any time, and the Secretary on the request of a Director, convene a meeting of the Board.
- 5.2 The Board of Directors may establish committees for purposes related to the business of the Society.
 - 5.2.1 The Board of Directors may delegate any, but not all, of their powers to Committees of the Board consisting of the Director or Directors they think fit.
 - 5.2.2 A committee so formed in the exercise of powers so delegated shall conform to any rules imposed on it by the Board, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Board to be held next after it has been done.
 - 5.2.3 The Board may establish committees comprising residents of James Bay and at least one Director. A committee so formed shall conform to any rules imposed on it by the Board, and the Director or Directors who are members of such committees shall report every act or thing done by the committee to the earliest meeting of the Board to be held next after it has been done.
- 5.3 A committee shall elect a chair of its meetings; but if no chair is present within thirty 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 chair of the meeting.
- 5.4 For a first meeting of the Board of Directors held immediately following the appointment or election of a Director or Directors at an annual or other regular meeting of Society members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Board of Directors, it is not necessary to give notice for the remainder 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.
- 5.5 Questions arising at a meeting of the Board and committees of the Board shall be decided by a majority vote. In case of an equality of votes the chair does not have a second or casting vote and the motion fails.

- 5.6 A resolution in writing, signed by all Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.
- 5.7 All Board of Directors meetings will be open to all Voting Members of the Society but only members of the Board may vote at a meeting of the Board.
 - 5.7.1 Voting Members other than Directors may speak only when invited by the Chair to do so.
- 5.8 In order to carry out the purposes of the Society the Directors may, on behalf of, and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and in particular, but without limiting the foregoing, by the issue of debentures. No debenture shall be issued without the sanction of a special resolution.
- 5.9 Should the Society be dissolved or cease to function any assets of the Society shall be donated to a non-profit organization selected by the Board of Directors.

Part 6 – Duties of Officers

- 6.1 The President shall:
 - a) preside at all meetings of the Society and the Directors;
 - b) serve as the spokesperson for the Society.
 - c) The President is the chief executive officer of the Society and shall supervise the Directors in the execution of their duties.
- 6.2 The Vice-President shall carry out the duties of the President during any absence or upon the request of the President.
- 6.3 The Secretary may delegate any of the Secretary's responsibilities to another Director to:
 - a) conduct the correspondence of the Society;
 - b) issue notices of meetings of the Society and Directors;
 - c) keep minutes of all meetings of the Society and Directors;
 - d) have the custody of all records and documents of the Society except those required to be held by Treasurer.
- 6.4 The Treasurer shall:
 - a) keep the financial records, including books of account necessary to comply with the Society Act; and
 - b) render financial statements to the Directors, members and others when required.
- 6.5 The Board of Directors will appoint one of the Directors to serve as the Membership Director, who shall:
 - a) keep membership records in good order;
 - b) issue voting cards to members who have established a voting membership;
 - c) be responsible for the organization of elections at the annual general meeting.
- 6.6 The Board of Directors may delegate other specific tasks to one or more Directors.

- 6.7 The President may designate any voting member as spokesperson to specific committees, organizations, or for specific subjects.

Part 7 – Seal

- 7.1 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 7.2 The common seal shall be affixed only when authorized by a resolution of the Directors, and then only in the presence of the persons prescribed in the resolution, or, if no persons are prescribed, in the presence of the Secretary or President.

Part 8 - Auditor

- 8.1 This part applies only where the Society is required or has resolved to have an auditor.
- 8.2 The first auditor shall be appointed by the Directors who shall fill all vacancies occurring in the office of the auditor.
- 8.3 At each annual general meeting the Society shall appoint an auditor to hold office until he/she is re-elected or a successor is elected at the annual general meeting.
- 8.4 An auditor may be removed by ordinary resolution.
- 8.5 An auditor shall be promptly informed in writing of appointment or removal.
- 8.6 No director and no employee of the Society shall be auditor.
- 8.7 The auditor may attend regular meetings.

Part 9 – Notices to Members

- 9.1 A notice may be given to a member by facsimile, mail, e-mail or other form of written electronic communication.
- 9.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted.
- 9.3 Notice of a regular meeting shall be given to:
- a) every member shown on the register of voting members on the day notice is given; and
 - b) the auditor, if Part 8 applies.

Part 10 – Bylaws

- 10.1 Each Member who becomes a Voting Member is entitled to and the Society shall provide on request, without charge, a copy of the constitution and bylaws of the Society.

10.2 These bylaws may be amended by special resolution at the annual general meeting.

10.3 Motions for amendments to the constitution and bylaws must be submitted in writing to the Board by a Voting Member of the Society at least thirty days before the annual general meeting and provided to the voting membership at that time fourteen (14) days before the annual general meeting.

Part 11 – Interpretation

11.1 In these bylaws, unless the context indicates otherwise:

- a) “resident” means a person who lives in James Bay for six months or more each year.
- b) “James Bay” means the area bounded on the south by the Straits of Juan de Fuca; on the west by the Victoria Harbour; on the north by the Victoria Harbour and eastward along the middle of Belleville Street to the middle of the intersection of Belleville Street and Blanshard Street; and on the east from middle of the intersection of Belleville Street and Blanshard Street southward to the Straits of Juan de Fuca. James Bay further includes the west part of Beacon Hill Park and the streets and sidewalks adjoining that part of the park, with the understanding that Beacon Hill Park is also part of the Fairfield neighbourhood.
- c) “Member” means a resident who has indicated a wish to be a Member and who has been confirmed as a Member.
- d) “Voting Member” means a member who has met the attendance requirements set out in these Bylaws.
- e) “Directors” mean the Directors of the Society for the time being.
- f) “Society Act” means the Society Act of the Province of British Columbia from time to time and all amendments to it.
- g) “registered address” of a Member means their address as recorded in the membership records.
- h) “James Bay Plan” refers to the planning document that forms part of the official community plan (O.C.P) as outlined in the Municipal Act of B.C.
- i) “special resolution” means a resolution passed at a general meeting by a majority of not less than 75% of the votes of the Voting Members present, provided that fourteen (14) days notice specifying the intention to propose the resolution as a special resolution has been given.