

# **Bylaws of the** *Red Cedar Café Association* (the “Association”)

## **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 Association;

“**Bylaws**” means these Bylaws as altered from time to time.

### **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.

## **Part 2 – Members**

### **Application for membership**

**2.1** A person may apply to the Board for membership in the Association, and the person becomes a member upon the Board’s discretion, acceptance of the application, and having completed their membership dues in advance of the following year.

### **Duties of members**

**2.2** Every member must uphold the constitution of the Association and must comply with these Bylaws.

### **Amount of membership dues**

**2.3** The minimum amount of membership dues is any one or more of the following:

- (a) Volunteering at least 10 hours per calendar year, as approved by the Board;
- (b) Other, as determined by a Special Resolution of the members.

### **Member not in good standing**

**2.4** A member is not in good standing if the member fails to contribute the member’s dues within 3 months of the anniversary date of their membership, or 3 months plus a day, prior to an AGM.

### **Member not in good standing may not vote**

**2.5** 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**

**2.6** A person's membership in the Association is terminated if the person is not in good standing for 6 consecutive months.

## **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.

### **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 Association 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.

### **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 chair of the Association,
  - (ii) the vice-chair of the Association, if the chair is unable to preside as the chair, or
  - (iii) one of the other directors present at the meeting, if both the chair and vice-chair of the Association 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.

#### **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 8 days or more, notice of the continuation of the adjourned meeting must be given.

#### **Order of business at general meeting**

**3.12** 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 Association 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**

**3.13** 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 result**

**3.14** 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.

### **Proxy voting not permitted**

**3.15** Voting by proxy is not permitted.

### **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 Association must have no fewer than 3 and no more than 15 members on the Board of Directors.

### **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** 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**

**4.4** 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.

### **Minimum Age Requirements**

**4.5** A director may be elected or appointed that is no younger than 16 years of age, and a majority of the active directors must be at least 18 years of age.

### **No Remuneration or Employment of Directors**

**4.6** A director shall receive no remuneration whatsoever in any capacity from the Association and is not entitled to serve as an employee of the Association.

## **Part 5 – Directors’ Meetings**

### **Calling directors’ meeting**

**5.1** A directors’ meeting may be called by the Chair 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.

## **Part 6 – Board Positions**

### **Election or appointment to Board Lead Roles**

**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) chair;
- (b) vice-chair;
- (c) secretary;
- (d) treasurer.

## **Directors**

**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 chair**

**6.3** Responsible for procedure, process, and fair treatment of all members and staff.

## **Role of vice-chair**

**6.4** Responsible for exercising the role and duties of the chair when they are not available to do so.

## **Role of secretary**

**6.5** The secretary is responsible for administrative efficiency by doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) overseeing minutes of general meetings, directors' meetings, and committee meetings;
- (c) keeping the records of the Association in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Association and making any other filings with the registrar under the Act.

## **Role of treasurer**

**6.6** The treasurer is responsible for financial viability and sustainability by 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 Association's financial transactions;
- (c) preparing the Association's financial statements;
- (d) making the Association's filings respecting taxes.

## **Part 7 – Signing Authority**

### **Signing authority**

**7.1** A contract, debenture, or other record to be signed by the Association must be signed on behalf of the Association

- (a) by the chair, together with one other director,
- (b) if the chair is unable to provide a signature, by the vice-chair together with one other director,
- (c) if the chair and vice-chair 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 Association.

## **Part 8 – Dissolution**

### **Disposition of Assets upon Dissolution**

**8.1** In the event that the Association is dissolved or wound up, any and all assets of the Association shall be transferred to a non-for-profit organization with a similar charitable purpose.

## **Part 9 – Alteration of Bylaws**

### **Unalterability of Specific Provisions**

**9.1** The following provisions of these Bylaws are unalterable:

4.6 - No remuneration or employment of directors

8.1 - Disposition of assets upon dissolution

## **Part 10 – Effective Date**

### **Effective Date of Bylaws**

**10.1** These Bylaws are effective June 1, 2020.