

BYLAWS OF TERRACE DOWNTOWN IMPROVEMENT AREA SOCIETY
Renewed 2020

Part 1 - 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.

Part 2 – Membership

2.1 The members of the Society are the applicants for incorporation, and those persons who subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.

2.2 There are two classes of member:

1. Voting members
2. Associate members.

Any Owner or Tenant may be a voting member.

Any other person with a demonstrable interest in the TDIA may become an associate member.

The number of associate members must not exceed the number of voting members.

2.3 Applications for membership are:

- a) Automatic for property owners and tenants within the designated TDIA,
- b) For associate members, be in writing and in a form approved by the directors
 - b) Include the full name, business or residential addresses, telephone and facsimile numbers, and e-mail address of the applicant, so as to demonstrate that the applicant is entitled to membership
- c) For associate members, be made to and approved by the directors.

2.4 No Annual membership dues will be collected for either classes of member

2.5 Membership is not transferable.

2.6 Every member and director must comply with

- a) The Act,
- b) The constitution and bylaws of the Society,
- c) Any rules and policies made by the Society, and
- d) Any rules of order governing the conduct of the general meetings and of meetings of the directors.

2.7 A person ceases to be a member on

- a) Delivering a written resignation to the Society,
- b) Death or, in the case of an associate member which is a corporation or association, on dissolution, or
- c) Having been a member not in good standing for 30 days.

2.8 A member becomes a member not in good standing on failing to pay

- a) A debt due and owing to the Society

TDIA Bylaws

Part 3 – Meetings of Members

- 3.1 General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The directors may, when they think fit, convene an extraordinary general meeting.
- 3.4 (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
- (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any notice of the members entitled to receive does not invalidate proceedings at that meeting.
- 3.5 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 15 months after the holding of the last preceding annual general meeting.
- 3.6 A general meeting will be convened annually on or before October 21 to present a proposed budget for the following year for approval by membership, and submission to the City by November 1. If the budget is not approved by majority vote, a revised budget will be subsequently presented to membership for approval.

Part 4 – Proceedings at General Meetings

- 4.1 Special business is
- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 4.2 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is 6 members present (not including directors) or a greater number that the members may determine at a general meeting.
- 4.3 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum

is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

- 4.4 The president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 4.5 If at a general meeting
- (a) there is no president, vice president or other director present within 30 minutes after the time appointed for holding the meeting, or
 - (b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
- 4.6 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 4.7 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- 4.8 (1) A member in good standing present at a meeting of members is entitled to one vote. Directors that are members in good standing are entitled to vote.
- (2) Voting is by show of hands.
- (3) Voting by proxy is not permitted.
- 4.9 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

Part 5 – Directors and Officers

- 5.1 (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the society,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 5.2 (1) The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.
- (2) The number of directors must be 5 or a greater number determined from time to time at a general meeting.
- (3) The maximum number of directors is 9.
- 5.3 (1) The directors are elected for a 2 year term, with approximately half of the directors due for election on even years and half on odd years. At the discretion of the directors, some terms may be designated as 1 year terms to ensure that not all directors are due for election in any one year.
- (2) Directors will appoint the offices of president, vice president, secretary and treasurer.
- (3) An election may be by acclamation, otherwise it must be by ballot.

- (4) If a successor is not elected, the person previously elected or appointed continues to hold office.
- 5.4 (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
(2) A director so 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.
- 5.6 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.
(2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- 5.7 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 5.8 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 6 – Proceedings of Directors

- 6.1 (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
(2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
(3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
(4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
- 6.2 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
(2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- 6.3 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 6.4 The members of a committee may meet and adjourn as they think proper.
- 6.5 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice 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.
- 6.6 A director who may be absent may participate in meetings via teleconference.
- 6.7 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
(2) In the case of a tie vote, the chair does not have a second or casting vote.
- 6.8 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 6.9 A resolution in writing, signed or approved by email 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 7 – Duties of Officers

- 7.1 (1) The president presides at all meetings of the society and of the directors.

- (2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
- 7.2 The vice president must carry out the duties of the president during the president's absence.
- 7.3 The secretary must do the following:
- (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 custody of all records and documents of the society except those required to be kept by the treasurer;
 - (e) have custody of the common seal of the society;
 - (f) maintain the register of members.
- 7.4 The treasurer must
- (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.
- 7.5 (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- (2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 25 (2).
- 7.6 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.
- 7.7 1) The directors must
- a) Elect a president, a vice-president, a secretary, and a treasurer from amongst their number,
 - b) Elect or appoint such other officers as they deem necessary, and
 - c) Fix the duties and terms of office of these officers.
- 2) A director may hold more than one office, but the offices of president and vice-president must not be combined.
- 7.8 The president is an unofficial non-voting member of all committees.

Part 9 - Borrowing

- 9.1 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, but no debenture can be issued without the sanction of a special resolution.
- 9.2 The members may by special resolution restrict the borrowing powers of the directors, but a restriction so imposed expires at the next AGM.
- 9.3 The Society must not carry out any borrowing which results in an indebtedness or other obligation as to money granted to it by the City pursuant to section 456 of the Charter, where that indebtedness or obligation would extend beyond the fiscal year in which that money was granted.

Part 10 - Seal

- 10.1 The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 10.2 The common seal must 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 president and secretary or president and treasurer.

Part 11 - Auditor

- 11.1 At each AGM the Society may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM. The choice to appoint or waive the appointment of the auditor will be recorded in the AGM minutes.
- 11.2 An auditor may be removed by ordinary resolution.
- 11.3 An auditor must be promptly informed in writing of appointment or removal.
- 11.4 No director and no employee of the Society can be auditor.
- 11.5 The auditor may attend general meetings.

Part 12 - Reporting

- 12.1 The Society must
 - a) On or before November 1 of every year, or
 - b) as required by the Director of Finance, submit to the Director of Finance a budget for the following year based on a fiscal year beginning January 1, that
 - c) Contains information sufficient in detail to describe all anticipated expenses and revenues, and
 - d) Was approved by the members at a general meeting.
- 12.2 The Society must, on or before March 31 of every year, and at its own expense, deliver financial statements for the fiscal year immediately preceding to the City Director of Finance, including a balance sheet, a statement of revenue and expenditures, a statement of changes in financial position, and schedule of changes in financial reserves.
- 12.3 The Society must keep all monies granted to it by the City under section 215 and 216 of the Charter in an account separate from all other monies received by the Society, and must cause revenue to and expenditures from that account to be accounted for in a separate schedule to the financial statements.
- 12.4 The Director of Finance has the right on reasonable notice to inspect all books and records of the Society, at the registered office of the Society during normal business hours.
- 12.5 The Society must maintain a policy of comprehensive general liability insurance in the amount of \$3,000,000, or such other amount as the City requires. The policy must
 - a) name the City as an additional insured,
 - b) include a cross coverage provision, and
 - c) contain an endorsement requiring that the Director of Finance be provided with 30 days' notice of any change to or cancellation of the policy.
- 12.6 The fiscal year of the Society shall begin on January 1 of each year and end on December 31 of the same year.
- 12.7 The society will maintain a publicly accessible webpage to keep members up to date on society activities. The website will also provide:
 - (a) Contact information for the society
 - (b) The annual budget approved by membership
 - (c) Minutes of general and annual general meetings

- 12.7 The Society must provide copies of minutes of each directors' and general meeting to the Director of Finance within 30 days after the meeting.

Part 13 - Notice to Members

- 13.1 A notice may be given to a member either personally or by mail or email to the member.
- 13.2 A member must promptly and in writing notify the Society of any change in the member's address.

Part 14 – Provisions Previously Unalterable in the Constitution

14. The activities of the Society shall be carried out without purpose of gain for its members, and any income must be used for promoting its purpose; be non-partisan and non-sectarian; not take part in or lend its influence to the election of any candidate for federal, provincial, municipal or other office, and invest any monies granted to the Society by the City pursuant to section 215 of the Community Charter (the "Charter") only in securities in which trustees are authorized by law to invest.
- 14.2 In the event of the winding-up or dissolution of the Society, or other liquidation or distribution of its assets, and after payment of all debts and liabilities of the Society, any money remaining that was granted to the Society by the City pursuant to section 215 of the Charter must be returned to the City, unless the City waives return of those moneys, and any remaining assets of the Society must be distributed to an organization with objects similar to those of the Society, or a registered charitable organization operating in the TDIA, as determined by the members at a general meeting.