


BYLAWS

THE LITTLE MOUNTAIN NEIGHBOURHOOD HOUSE SOCIETY

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1. DEFINITIONS

In these bylaws:

1.1 “address for service”

1.1.1 means the address in British Columbia to which all communications and notices may be sent ;

1.2 “board of directors”

1.2.1 means all individuals who are currently elected or appointed as a director and have not ceased to be a director;

1.3 “candidate”

1.3.1 means a person who

- (a) has complied with the nomination process required by these bylaws,
- (b) is nominated for the election of directors at the next annual general meeting and
- (c) may be a director whose term of office is expiring;

1.4 “communications medium”

1.4.1 means a method of communications at a meeting of the directors and may include telephone, e-mail, fax, courier or other method;

1.5 “general manager”

1.5.1 means the senior staff person of the Society who

- (a) receives remuneration,
- (b) exercises the management and administrative roles delegated by the directors and
- (c) is an officer of the Society but may be assigned the title of “executive director”;

1.6 “honorary membership status”

1.6.1 means the status of a person who, prior to the effective date of these bylaws, was

- (a) granted an honorary membership and
- (b) exempted from the annual payment of a membership fee;

1.7 “member”

1.7.1 means a person who

- (a) has been accepted for membership or renewal of membership,
- (b) has paid the annual membership fee,
- (c) has an annual membership which has not expired in the current membership year and
- (d) is not a nonvoting child member;

1.8 **“membership year”**

1.8.1 means the period from January 1st to December 31st of each year;

1.9 **“nonvoting child member”**

1.9.1 means a person who

- (a) is under the age of 19 at any time during the membership year,
- (b) has been accepted for membership or renewal of membership,
- (c) has paid the annual membership fee and
- (d) has an annual membership which has not expired in the current membership year;

1.10 **“ordinary resolution”**

1.10.1 means a resolution passed by a simply majority of the members in attendance and entitled to vote at a general meeting of members;

1.11 **“paid staff person”**

1.11.1 means an individual who, whether or not employed under a contract of employment, receives wages for services provided to the Society, and may include

- (a) a full or part-time employee or
- (b) a person engaged under a contract for services which is other than temporary or sporadic in nature;

1.12 **“potential candidate”**

1.12.1 means a member who wishes to be nominated as a candidate in an election of the directors;

1.13 **“record date”**

1.13.1 means the cut-off date to determine whether a member is entitled to

- (a) receive notice of a general meeting and
- (b) vote at a general meeting;

1.14 **“special general meeting”**

1.14.1 means a general meeting other than the annual general meeting;

1.15 **“special resolution”**

1.15.1 means a resolution passed by at least three-quarters of the members in attendance and entitled to vote at a general meeting of members.

2. AREA OF SERVICE

2.1 primary catchment area

- 2.1.1 The primary area of the Society to be served shall be bordered north to south by 16th Avenue and 41st Avenue and west to east by Cambie Street and Knight Street.

3. MEMBERSHIP

3.1 classes of membership

- 3.1.1 There are two classes of members:

- (a) voting member and
- (b) nonvoting child member.

- 3.1.2 A voting member

- (a) has the right to vote at a general meeting,
- (b) is entitled to receive notice of a general meeting and
- (c) may be eligible to be nominated as a director.

- 3.1.3 A nonvoting child member

- (a) has no right to vote in any circumstance,
- (b) is not entitled to receive notice of a general meeting and
- (c) is not eligible to be nominated as a director, but
- (d) otherwise must still comply with these bylaws

3.2 membership application

- 3.2.1 A person may apply for initial membership or renewal of membership if that person is

- (a) resident in the region of Metro Vancouver and
- (b) not a paid staff person.

3.3 membership fee

- 3.3.1 A membership fee shall be paid each membership year.

- 3.3.2 The membership fee may vary for different classes of members.

- 3.3.3 A person who has been granted honorary membership status will not pay a membership fee upon renewal.

3.4 membership expiry and renewal

- 3.4.1 A person ceases to be a member at the end of each membership year.
- 3.4.2 However, if a member no longer meets the initial membership application criteria to be a member, that person's membership will cease immediately.
- 3.4.3 Application for renewal of membership shall be made if a member wishes to continue as a member for the following year.
- 3.4.4 A renewal application may be made during or after the end of the membership year.
- 3.4.5 This renewal process shall also apply to a person with honorary membership status.

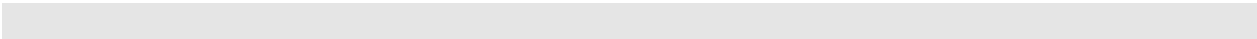
3.5 expulsion of member

- 3.5.1 A member may be expelled by special resolution.

3.6 resignation of member

- 3.6.1 A member may resign from the Society by delivering the resignation in writing to the address for service of the Society.

3.7 register of members

- 3.7.1 The register of members will be used to determine whether a member is entitled to receive notice of a general meeting and to vote at that meeting, based on the record date.
 - 3.7.2 A person is not recorded in the register of members unless the procedures and requirements for initial or renewal of membership have been complied with by that person.
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4. MEETINGS OF MEMBERS

4.1 notice of meeting

- 4.1.1 At least 14 days written notice shall be given for a general meeting.
- 4.1.2 Notice shall be given to a member entitled to receive notice as of the record date for the general meeting.

4.2 record date for notice

- 4.2.1 The record date will be 7 days before the date on which written notice is given for a general meeting.
- 4.2.2 The record date will not be less than 21 days before the general meeting.

4.3 error in compliance with notice process

- 4.3.1 Proceedings at a general meeting will not be deemed invalid by reason of an accidental error made in good faith such as
 - (a) the omission to send a notice to a member or
 - (b) the non-receipt of notice by a member.

4.4 identification

- 4.4.1 A member shall provide identification during the registration process prior to the beginning of the general meeting.
- 4.4.2 Suitability of the identification shall be determined by the Society.

4.5 right to vote

- 4.5.1 The record date will determine whether a membership is current for a sufficient time period to permit that member to attend and vote at the general meeting.
- 4.5.2 A person who becomes a member after the record date is not entitled to vote.
- 4.5.3 A member entitled to vote has one vote.

4.6 method of voting

- 4.6.1 Except for the election of directors, voting at a general meeting is by a show of hands of members entitled to vote.
- 4.6.2 Voting by proxy is not permitted for any proceedings of the Society.

4.7 decisions

- 4.7.1 Except for business which is the subject of a special resolution, any decision taken by the members at a general meeting will be by way of an ordinary resolution.

4.8 quorum

- 4.8.1 Quorum for a general meeting is 10 members present and entitled to vote at that meeting.
- 4.8.2 A quorum is only required at the opening of a general meeting.
- 4.8.3 Proceedings at a general meeting will not be deemed invalid by reason of a quorum not being maintained during the meeting.

4.9 adjournment

- 4.9.1 If there is no quorum within 30 minutes from the time appointed for a general meeting, the meeting is adjourned to 7 days later at the same location.
- 4.9.2 If at this later adjourned meeting there is no quorum within 30 minutes, the members present will constitute a quorum.

4.10 call for special general meeting

- 4.10.1 The directors may convene a special general meeting.
- 4.10.2 Members may request a special general meeting in accordance with the process set out in these bylaws and in the Society Act.

4.11 member requisition for special general meeting

- 4.11.1 10% or more of the members may requisition a special general meeting.
- 4.11.2 The directors need not call this meeting if any of the following conditions apply:
 - (a) there is already outstanding a notice of a general meeting,
 - (b) the business stated in the requisition is substantially the same business transacted at a general meeting held less than 6 months prior to the receipt of the requisition and any resolution related to that business did not get passed by the members,
 - (c) it clearly appears that the business stated in the requisition does not relate in a significant way to the activities or affairs of the Society,
 - (d) it clearly appears that the primary purpose for the requisition is to secure publicity, or to put forth a personal claim or grievance against the Society or any of its directors and officers or
 - (e) the requisition deals with matters beyond the Society's power to implement.

5. ELECTIONS

5.1 election of directors

- 5.1.1 At each annual general meeting the members shall elect directors.
- 5.1.2 The number of positions on the board of directors available for election is subject to requirements of the Society for the term of office of an individual director.

5.2 number of directors to elect

- 5.2.1 Each year not more than 6 directors will be elected unless there is a vacancy during the year for a term of office which has yet to expire.

5.3 method of voting in an election

- 5.3.1 Members shall vote in the election of directors by written ballot.
- 5.3.2 However, if the number of candidates nominated for the election is equal to or less than the number of positions to be filled, those candidates may be declared elected by acclamation instead.

5.4 persons disqualified as directors

- 5.4.1 A person is not qualified to become or continue to act as a director if that person is
 - (a) under the age of 19 years,
 - (b) found by a court to be incapable of managing the person's own affairs,
 - (c) an undischarged bankrupt or
 - (d) convicted in any jurisdiction of a criminal offence.
- 5.4.2 A director who ceases to be qualified as a director shall resign promptly.

6. NOMINATIONS

6.1 publication of process for potential candidates

- 6.1.1 The Society shall publish in advance the procedures and requirements by which a person may become a candidate in the election of directors at the next annual general meeting.
- 6.1.2 No person may be nominated as a candidate unless that person has complied with the published procedures and requirements.

6.2 qualification to be a director

- 6.2.1 A person shall not be a candidate if that person is disqualified from being a director according to these bylaws.

6.3 deadline for nomination by potential candidate

- 6.3.1 An application to be nominated as a candidate must be received by the Society no later than 1 month before the annual general meeting.
- 6.3.2 A nomination cannot be made during a general meeting.

6.4 nominations process

- 6.4.1 A potential candidate shall submit an application in the form prescribed by the Society before the deadline date for nominations.
- 6.4.2 A potential candidate shall meet with a committee of the board of directors for the purpose of orientation regarding
 - (a) the minimum qualifications to become a director,
 - (b) the election process prescribed by the Society,
 - (c) a director's statutory duties according to the Society Act and
 - (d) the Society's expectations of the roles and responsibilities of a director.

6.5 candidate profiles

- 6.5.1 The Society shall include information about each candidate in the notice for the annual general meeting.

7. DIRECTORS AND OFFICERS

7.1 duties of directors

7.1.1 A director of the Society, when exercising the powers and performing the functions of a director, must

- (a) act honestly and in good faith and in the best interests of the Society, and
- (b) exercise the care, diligence and skill of a reasonably prudent person.

7.2 size of board of directors

7.2.1 The board of directors will be a maximum of 12 directors.

7.3 when a director ceases to hold office

7.3.1 A director ceases to hold office when

- (a) the term of elected or appointed office for that director expires,
- (b) a special resolution for the director's removal becomes effective or
- (c) the director dies or resigns.

7.4 resignation of director

7.4.1 A director may resign from the board of directors by delivering the resignation in writing to the address for service of the Society.

7.5 removal of a director

7.5.1 A director may be removed before the end of the term of office by special resolution.

7.5.2 The circumstances where a director may be removed include

- (a) failure to attend three consecutive meetings of the directors without cause,
- (b) a breach of confidentiality of any proceedings of the directors, or
- (c) failure to resign in accordance with the bylaws when the minimum qualifications to remain as a director are no longer met

7.6 term of office of director

7.6.1 A director is elected for a two-year term.

7.6.2 A director may, if re-elected, serve for a continuous maximum period of three consecutive two-year terms.

7.6.3 If a director is elected to fill a mid-term vacancy, the term of office will be one year.

7.7 vacancies among directors

7.7.1 The directors may appoint a person to fill a vacancy on the board of directors.

7.7.2 The person appointed does not need to be a member prior to the appointment but shall become a member upon acceptance of the appointment.

7.7.3 The term of office for this appointment will end at the next annual general meeting but that director is eligible to be elected to a new term.

7.8 **powers and duties of directors**

7.8.1 The directors shall manage or supervise the management of the activities and affairs of the Society and may exercise all of the powers of the Society.

7.8.2 The directors may appoint a person to hold the position of general manager.

7.9 **appointment of officers**

7.9.1 The directors shall appoint officers, other than the general manager, each year to serve until the later of

(a) the end of the next annual general meeting or

(b) the end of the first meeting of the directors following the annual general meeting.

7.9.2 Only an elected or appointed director is eligible to become an officer.

7.9.3 The officers may include the positions of president, vice-president, secretary and treasurer.

7.9.4 Except for the position of president, an officer position may be combined.

7.9.5 The directors may remove an officer including the general manager.

8. MEETINGS OF DIRECTORS

8.1 **quorum for a board meeting**

8.1.1 Quorum for a meeting of the directors is 4 directors.

8.2 **call for board meeting**

8.2.1 The directors shall decide on the date of each meeting of the directors.

8.3 **voting at a board meeting**

8.3.1 A resolution of the directors will pass by a simple majority.

8.4 **methods of participation at a board meeting**

8.4.1 The proceedings of a meeting of the directors may be conducted

(a) in person or

(b) by another communications medium.

8.4.2 If a meeting of the directors is not conducted in person, all directors must be able to communicate with each other by way of the alternative communications medium.

8.4.3 A combination of different communications mediums may be used for the same meeting of the directors.

8.5 **committees of directors**

8.5.1 The directors may delegate some but not all of their powers to a committee of directors.

8.5.2 More than one committee of directors may exist.

8.5.3 Decisions recommended by a committee of directors shall be submitted to the board of directors for approval.

9. FINANCIAL YEAR AND AUDIT

9.1 fiscal year

9.1.1 The period of the fiscal year shall be April 1st to the following March 31st.

9.2 auditor

9.2.1 An auditor shall be appointed each year by the members at the annual general meeting.

9.3 audit committee

9.3.1 An audit committee shall be appointed annually from among the board of directors.

9.3.2 On request of the auditor, the audit committee shall convene a meeting to consider any matter that the auditor believes should be brought to the attention of the directors of the Society.

9.4 remuneration of the auditor

9.4.1 The remuneration of the auditor will be determined by the directors.

10. BORROWING

10.1 authority to borrow

10.1.1 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, and, in particular but without limiting that power, by the issue of debentures.

10.1.2 A debenture must not be issued without the authorization of a special resolution.

11. MINUTES

11.1 minutes of meetings

11.1.1 The Society shall keep minutes of the proceedings of a general meeting and of a meeting of the board of directors.

11.2 custody of minutes of meetings

11.2.1 The address for service will be the records office of the Society.

11.2.2 Minutes of meetings of the Society will be kept at its records office.

12. BYLAWS

12.1 amendments to bylaws

12.1.1 These bylaws may be amended only by special resolution.