

*Bylaws of the Kelowna Downtown Knox Mountain (KDKM)
Neighbourhood Association (consolidated 2018)*

BYLAWS OF THE KDKM

1. MEMBERSHIP

1.1 The members of the KDKM are the subscribers to the Constitution and Bylaws and include every person who agrees to become a member and has paid the annual dues.

1.2 There shall be two classes of membership in the KDKM, regular membership and associate membership. The regular members shall be those who have made application for membership and are over 18 years of age and who occupy a residential dwelling within the KDKM boundaries. Such members shall be entitled to one vote at all meetings of the KDKM. The associate members shall be those who have made application for membership and are over 18 years of age and who occupy a residential dwelling within the City of Kelowna. Such members will not be entitled to vote at meetings of the KDKM.

1.2 (a) Residential dwellings shall be defined as a dwelling on a residential lot or as an apartment or condominium

1.3 Regular membership in the KDKM shall be on the basis of residency in a house, apartment or condominium within the boundaries of KDKM in the City of Kelowna. Associate membership in the KDKM shall be on the basis of residency in a house, apartment or condominium within the boundaries of the City of Kelowna.

1.4 Every member shall uphold the Constitution and shall comply with its Bylaws.

1.5 The amount of the first annual membership dues shall be determined by the Directors and thereafter the annual membership dues shall be determined at the Annual General Meeting of the KDKM.

1.6 A person shall cease to be a member of the KDKM:

1.6 (a) by delivering his/her resignation in writing to the Secretary of the KDKM or by mailing or delivering it to the address of the KDKM.

1.6 (b) on his/her death

1.7 All members are in good standing except a member who has failed to pay his/her current annual membership fee or any other subscriptions or debt that he/she owes to the KDKM. This person shall be deemed not in good standing so long as the debt remains unpaid.

1.8 Members may have their membership in the KDKM terminated by:

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1.8 (a) non-payment of dues after sixty (60) days following the Annual Meeting at which such dues are determined and become payable.

1.8 (b) a member ceasing to own/rent and occupy a residence or dwelling within the area of membership of the KDKM hereinbefore defined.

2. MEETINGS

2.1 An Annual General Meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last Annual General Meeting.

2.2 An Annual General Meeting held for the purposes of electing Directors and Officers, receiving written reports and transacting other such business as may properly come before an Annual General Meeting, the meeting normally shall be held in the month of October each year. The place and time of the Meeting shall be determined by the Board.

2.3 General and Special meetings of the KDKM shall be held at such times and places as determined by the Board. There shall be not less than four (4) General Meetings per KDKM year.

2.4 At least ten per cent (10 %) of the members may call a meeting by a request in writing stating their reason to the Board, which shall, thereafter, call a Special Meeting within twenty-one (21) days.

2.5 Notice of General and Special Meetings shall specify place, day and hour of the meeting, in the case of special business, shall state the general nature of that business.

2.6 Notices of regular meetings shall not be less than fourteen (14) days before the date of the meeting.

2.7 A quorum of members shall be necessary to transact business at any meeting. The members present shall constitute a quorum.

2.8 At all meetings of the KDKM questions shall be decided by a show of hands, or at the request of ten per cent (10 %) of the membership present, a secret ballot shall be held. Passage will be by a simple majority and in the case of an equality of votes the question is deemed to have been lost.

2.9 Elections of Directors where there are more candidates than there are offices to fill shall be by ballot vote.

2.10 Voting by proxy is not permitted.

3. BOARD OF DIRECTORS AND OFFICERS

3.1 The affairs of the KDKM shall be managed by a board of Directors, which may exercise all such powers and do all such acts and things as may be done by the KDKM.

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3.2 The number of persons comprising the Board shall not be less than three (3) and the number and names of the Board shall be determined by election by a majority of the subscribers to the Constitution and Bylaws present at the Annual General Meeting (AGM).

3.3 When possible, the Board shall be composed of the following persons:

- i. President
- ii. Vice-president
- iii. Treasurer

and additionally, when possible

- iv. Secretary
- v. and not less than one (1) Director to hold office until the next AGM of KDKM.

3.4 The President shall preside at all meetings of the KDKM and of the Directors. The President is the Chief Executive Officer of the KDKM and shall supervise the other officers in the execution of their duties. If the President is not present at the time appointed for commencement of the meeting, the Vice-president shall act as chairperson, if neither one is present, the Directors may choose one of their number to be chairperson of that meeting.

3.5 The Vice-president shall carry out the duties of the President during his/her absence. He/she shall also organize all general meetings and ensure the Bylaws of the KDKM are upheld.

3.6 The Secretary shall:

- i. conduct the correspondence of the KDKM
- ii. issue notices of meetings of the KDKM
- iii. keep minutes of all meetings of the KDKM and Board of Directors
- iv. have custody of all records and documents of the KDKM except those required to be kept by the Treasurer
- v. maintain the register of members
- vi. in the absence of the Secretary, the Board shall appoint another person to act as secretary at that meeting

3.7 The Treasurer shall:

- i. keep the financial records, including books of accounts, necessary to comply with the KDKM, and;
- ii. render financial statements to the Board of Directors, members and others when required

3.8 All cheques, bills of exchange, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the KDKM shall be signed by such officer, or officers, agents or agents of the KDKM and in such a manner as shall from time to time be determined by resolution of the Board.

3.9 Signing officer of the KDKM shall be appointed by the Board. Deeds, transfers, licenses, contracts and engagements on behalf of the KDKM shall be signed by the Signing Officers.

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3.10 No member of the Board shall accept any remuneration for services rendered to the KDKM, except for reasonable reimbursement for pre-approved by the Board out-of-pocket expenses.

3.11 Board meetings may be held at such times and at such places as the Board may from time to time determine, provided that there shall be at least four (4) meetings per year. A meeting of the Board may be convened at any time by the President giving seven (7) days notice of such meeting, or by a majority of Directors. A majority of the Board shall form a quorum for the transaction of business.

3.12 The Board shall have and exercise, all the powers of the KDKM as fully and completely as the KDKM could in a general meeting, subject always, however, to the provisions of the Society Act of British Columbia.

3.13 The qualification for a Director shall be coincident with the qualification for membership in the KDKM. A Director shall cease to be a Director at the time he/she ceases to be a member of the KDKM.

3.14 Directors may delegate some, but not all, of their powers to committee(s) consisting of such Director(s) as they think fit. These committees must be approved by the Board.

3.14 (a) a committee so formed in the exercise of the powers as delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.

3.14 (b) A committee shall elect a chairperson of its meetings, but if no chairperson is elected, or if the chairperson is not present within then (10) minutes after the time appointed for the holding of the meeting, the Directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.

3.14 (c) the members of a committee may meet and adjourn as they think proper

3.15 The Board may, by special resolution and passing with a majority of two-thirds (2/3), remove a Director before the expiration of his/her term of office and may elect a successor to complete the term of office.

4. ELECTION OF OFFICERS

4.1 The term of office of each Director shall be for one (1), two (2) years as determined by the KDKM in an AGM in order that approximately one half of the Directors may retire each year and be replaced or re-elected at the AGM.

4.2 A director whose term has expired shall retire from office at the AGM when his/her successor shall be elected, but nothing herein contained shall prevent any such retiring Director from seeking re-election

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4.3 If no successor is elected, the person previously elected or appointed continues to hold office, providing he/she consents to do so.

4.4 Separate elections shall be held for each office to be filled.

4.5 An election may be by acclamation; otherwise it shall be by ballot.

4.6 The Directors may at any time and from time to time, appoint a member as a Director to fill a vacancy in the directorship of the KDKM.

4.7 A Director so appointed holds office only until the conclusion of the next AGM of the KDKM, but is eligible for re-election at the meeting.

4.8 If a Director resigns his/her office or otherwise ceases to hold office, the remaining Directors shall appoint a member to take the place of the former Director.

4.9 No act or proceeding of the Directors is valid when there are less than the prescribed number of Directors in office.

4.10 In accordance with article 3.10 of the Bylaws, no Director shall be remunerated for being or acting as a Director, but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the KDKM. These expenses must be pre-approved by the Board.

4.11 Vacancies on the Board, however caused, may be filled by Board appointment, from among qualified members of the KDKM, providing such appointments shall be approved at the next General Meeting of the members.

5. AMENDMENTS TO THE CONSTITUTION AND/OR BYLAWS

5.1 The Constitution and/or Bylaws of the KDKM shall not be altered or added to except by *Special Resolution of Amendment to the Constitution or Bylaws* of the KDKM.

5.1 (a) A minimum twenty-one (21) days notice shall be given to the members specifying intentions to propose a resolution as a 'Special Resolution of Amendment to the Constitution or Bylaws' to be voted on at the next General Meeting.

5.1 (b) For the Amendment to take effect, the Resolution must pass a vote at the General Meeting with a two thirds (2/3) majority of the membership present.

6. BOOKS AND RECORDS

6.1 The Board shall see that all necessary books and records of the KDKM required by the Bylaws of the KDKM or by any applicable Statute of Law are regularly and properly kept.

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7. INSPECTION OF BOOKS AND RECORDS

7.1 The books and records of the KDKM may be inspected by members at any General Meeting of the KDKM by giving two weeks prior written notice to the President.

8. RULES OF PROCEDURE

8.1 The rules of procedure as set out in Robert's Rule of Order shall be followed at all meetings of the KDKM save where provisions of same are inconsistent with the Constitution and Bylaws of the KDKM, and in such cases the latter shall be followed.

9. DISSOLUTION OF THE KDKM

9.1 Upon windup or dissolution of the KDKM the assets remaining after the payment of all costs, charges and expenses properly incurred in the windup, including the remuneration of a liquidator and after payment of all other debts of the KDKM, shall be distributed to a charitable organization(s) in Canada, registered under the provisions of the Income Tax Act, which shall be designated by the Board of Directors. *This provision was previously unalterable.*