

# **BY-LAWS**

## **DESERT COVE HOMEOWNERS' ASSOCIATION**

### **PART 1. INTERPRETATION**

1. In these by-laws, unless the context otherwise requires:
  - (a) "Board of Directors" means the Directors of the Society for the time being,
  - (b) "Fiscal Year" means the twelve-month period used by the Society for business and financial purposes,
  - (c) "Societies Act" means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it,
  - (d) "Society" means the Desert Cove Homeowners Association (DCHA),
  - (e) The definitions in the Societies Act on the date these by-laws become effective apply to these by-laws.
2. Words importing the singular include the plural and vice versa; and the word person is gender neutral.

### **PART 2. MEMBERSHIP**

3. The members of the Society are those persons who are current members, in accordance with these by-laws.
4. Membership fees shall consist of a one-time, per household membership fee and annual, per-person membership dues, as set by members of the Society from time to time at an Annual General Meeting.
5. A member of the Society is either voting or a Non-voting Member.
  - (a) A voting member is a person who:
    - i. Owns a home in the community of Desert Cove Estates,
    - ii. Resides in the community of Desert Cove Estates,
    - iii. Has paid a one-time, per household membership fee, and
    - iv. Has paid current, annual, per person membership dues.
  - (b) A Non-voting Member is a person who has paid current annual membership dues and is either
    - i. A resident of, but not the owner of a home in the community of Desert Cove Estates, or
    - ii. An owner of a home in, but not a resident of the community of Desert Cove Estates.
6. Every member must comply with these by-laws.

### **PART 3. MEETINGS OF MEMBERS**

7. The Annual General Meeting of the Association and election of the Board of Directors will be held in September annually and a General Meeting will be held in April of each year. The Board has the authority to call special meetings as required given adequate notice.
8. The Board of Directors may, by consensus, convene an Extraordinary General Meeting.
9. All business conducted for the Society must follow Roberts Rules of Order.
10. Notice of an Annual General Meeting, a General Meeting, or an Extraordinary Meeting shall specify the date, place, and time of the meeting and the general nature of the business to be dealt with.

### **PART 4. PROCEEDINGS AT GENERAL MEETINGS**

11. Business transacted at any Annual General Meeting, Extraordinary General Meeting, or General Meeting of the Society may be Ordinary or Special Business.
12. Ordinary Business includes:
  - (a) The adoption of rules of order,
  - (b) The consideration of financial statements,
  - (c) The report of the Directors,
  - (d) The report of the auditor, if any,
  - (e) The election of Directors,
  - (f) Any business arising from reports or raised by members at the meeting that does not require the passing of a Special Resolution.
13. Special Business includes any matter that, by the Act or these By Laws, is required to be decided by a Special Resolution or by another resolution having a higher voting threshold than that of an ordinary resolution.
14.
  - (a) The quorum for conducting business at any Annual or General Meeting of the Association shall be five percent (5%) of the current paid up voting members attending the meeting in person, electronically or by proxy. Directors in attendance at the meeting are not counted as part of that quorum.
  - (b) No business, other than the election of a Chairperson and the adjournment of the meeting shall be conducted at a General Meeting when a quorum is not present.
  - (c) If, at any time during a 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.
15. If within ten [10] minutes from the time appointed for 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 shall 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 10 minutes from the time appointed for the meeting, the voting members present constitute a quorum.

16. The President of the Society, the Vice President, or in the absence of both, one of the other Directors present shall preside as Chairperson of a General Meeting.
17.
  - (a) All motions proposed at a meeting must be seconded. The Chairperson may move or propose a motion.
  - (b) All motions for ordinary business will be decided by a simple majority of votes.
  - (c) The Chair shall not have a casting vote unless there is a tie of votes. The Chair will then cast the deciding vote.
18.
  - (a) A voting member in good standing present at a meeting of members is entitled to one vote.
  - (b) Voting is by show of hands or by secret ballot if requested and seconded from the floor.
  - (c) A member may vote by proxy by delivering a signed proxy to the Secretary by the date given in the Notice of Meeting.

#### **PART 5. DIRECTORS AND OFFICER**

19.
  - (a) The Board of Directors shall consist of a minimum of 6 Directors and a maximum of ten Directors. Board members to be limited to one person per household at any given time for financial protection of the Association.
  - (b) The President, Vice President, Secretary, and Treasurer shall be Officers as well as Directors of the Society.
20.
  - (a) All Board members including Executive Officers shall be elected for an alternating two-year term to ensure continuity. The outgoing President becomes Ex-Officio.
  - (b) A director must be present to perform their duties and be in attendance at 75% of the regular scheduled meetings.
  - (c) If a temporary leave of absence is required due to extenuating circumstances, the leave must be approved by the Board of Directors.
  - (d) If a director does not fulfill their commitment, the Board will ask them to resign before the expiration of his/her term of office.
21.
  - (a) The Board of Directors may at any time and from time to time appoint a voting member as a director to fill a vacancy in the Directors. 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 that meeting.
  - (b) The Board of Directors may, at any time and from time to time appoint a voting member as a director to fill a temporary absence of a director whose temporary absence has been approved by the Board of Directors. A Director so appointed holds office only until the original Director returns from the temporary absence and is ready to assume the duties of the Director.
22.
  - (a) The members may by special resolution remove a director before the expiration of the Director's term of office and may elect a successor to complete the term of office.
23. No Director shall be remunerated for being or acting as a Director, but a Director shall be reimbursed for all necessary and reasonable expenses incurred by them while engaged in the affairs of the Society.

## **PART 6. PROCEEDINGS OF DIRECTORS**

24.
  - (a) The Directors may meet at such places, adjourn, and otherwise regulate their meeting and proceedings for the dispatch of business.
  - (b) The quorum for the Directors to conduct business shall be 50% plus one of the Directors then in office.
  - (c) The President shall be Chairperson of all meetings of the Directors; but if at any meeting the President is not present within 10 minutes after the appointed time for holding the meeting, the Vice President shall act as Chairperson, but if neither is present, the Directors present may choose one of their number to be Chairperson at that meeting.
25.
  - (a) The Board of Directors may delegate any, but not all of their powers to committees consisting of such Directors as they think fit.
  - (b) A committee so formed, in the exercise of the powers so delegated, shall conform to any rules that may from time to time be imposed on it by the Board of Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Board of Directors to be held next after it has been done.
26. A committee shall elect a Chairperson of its meetings; but if no Chairperson is elected, or if at any meeting the Chairperson is not present within 10 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their numbers to be Chairperson of the meeting.
27. The members of a committee may meet and adjourn as they think proper.
28. For the first meeting of Directors held immediately following the appointment or election of a director or Directors, it is necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be duly constituted, if a quorum of the Directors is present.
29. Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.
30. A resolution in writing, signed by a majority of the Directors, or electronically agreed to by a majority of 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**

31.
  - (a) The President shall preside at all meetings of the Society and of the Board of Directors.
  - (b) The President is the Chief Executive Officer of the Society and shall supervise the other Directors in the execution of their duties.
32. The Vice President shall carry out the duties of the President during his or her absence.
33. The Secretary shall:
  - (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 by the Treasurer.

34. The Treasurer shall:
- (a) Keep such financial records including books of accounts as is necessary to comply with the Society Act,
  - (b) Render financial statements to the Directors, members, and others when required,
  - (c) Prepare a written financial statement to be made available to every paid-up member of the Society at the Annual General Meeting,
  - (d) The fiscal year shall be from September 1st of the year to August 31st of the following year.

#### **PART 8. BORROWING / SPENDING**

35. Monies may not be borrowed by the Directors in the name of the Society nor will debentures be issued in the name of the Society.
36. The DCHA Board of Directors is authorized to spend up to \$5,000 per each single project during a fiscal year on improvements or repair to any of its recreational equipment or supplies by a majority vote of the Directors at any Executive meeting. The improvement or repair must be for the benefit of the members. Any single amount over \$5,000 must be approved by a majority of the members at either the September AGM or the April GM or a Special Meeting prior to initiating said project.

#### **PART 9. NOTICE TO MEMBERS**

37. Notice of a General Meeting, Annual General Meeting, or Extraordinary General Meeting shall be given to members by posting or signing such notice, and/or electronic transmission of the notice to members at least two (2) weeks prior to the date chosen by the Board of Directors.

#### **PART 10. BY-LAWS**

38. The by-laws shall not be altered or added to except by special resolution.

Amended by Special Resolutions at the September 22, 2021 Annual General Meeting.