

The Association for the Protection of Rural Metchosin
Constitution and Bylaws (as of September 12, 2020)

1. Name:

The name of the society shall be the Association for the Protection of Rural Metchosin (“APRM” or “the Association”).

2. Objectives:

The Association for the Protection of Rural Metchosin is a non-profit society dedicated to maintaining the rural quality of life and peaceful coexistence of homes, farmlands, diverse livelihoods, natural habitats, forests, and trails in the community.

To achieve these goals, the Society shall:

- 2.1 Recognise that Metchosin is a fragile environment that must be nurtured and preserved/protected for future generations;
- 2.2 Recognise that support of the public and elected representatives is essential for the protection of rural Metchosin;
- 2.3 Foster open communication with elected representatives, other organisations and the public;
- 2.4 Encourage awareness of the consequences of growth and work to maintain low population densities in our rural community;
- 2.5 Recognise that Metchosin is unique on southern Vancouver Island as both a residential community and recreational greenspace, and work to ensure only limited development occur on the non-agricultural Rural and Uplands areas;
- 2.6 Recognise the Agricultural Land Reserve as the core of rural Metchosin, support and initiate policies that preserve ALR land, and encourage farming in the community.

BYLAWS

1. Membership

- 1.1. A person aged fourteen or older may apply to the Executive for membership in the Association and on acceptance by the Executive shall be a member.
- 1.2. Every member shall uphold the Constitution and comply with these Bylaws.
- 1.3. All members are in good standing, except a member who has failed to pay her/his current membership fee.
- 1.4. The membership term shall be not less than one year, with fees, membership term and membership categories established by Executive resolution.
- 1.5. Persons who are elected representatives of local, provincial or federal government are not eligible for membership.
- 1.6. Any member who is a declared candidate for an elected position at the local, provincial or federal level shall have his/her membership suspended for the duration of the campaign. That person's membership will be reinstated after the election, provided that section 1.5 above does not apply.
- 1.7. A member shall cease to be member upon:
 - 1.7.1 failure to pay the membership dues.

- 1.7.2 his/her resignation from the association.
- 1.7.3 his/her expulsion from the association.
- 1.8 Subject to section 9.3, a member may be expelled from the association by special resolution of 75% of the membership present at a General Meeting.

2. Voting

- 2.1. Voting at all general meetings shall be restricted to members in good standing.
- 2.2. Voting by proxy is not allowed.
- 2.3. Voting shall be by secret ballot for election of Executive members.
- 2.4. All other voting shall be by show of hands unless a ballot is demanded by one third of the members present at a meeting.

3. Election

- 3.1. All positions of the Executive shall be filled by election at the Annual General Meeting. Directors elected at the Annual General Meeting shall hold office from the first day of the month following the Annual General Meeting until the last day of the month in which the next Annual General Meeting is held.
- 3.2. Members in good standing only shall be eligible to vote and to hold office.
- 3.3. A list of nominations for the Executive shall be published with the notice of Annual General Meeting.
- 3.4. Nominations from the floor will be accepted.
- 3.5. Candidates for the Executive shall have the opportunity for a short address to the Annual General Meeting.

4. Fees

- 4.1. The membership fees for the Association shall be reviewed annually by the Executive, with recommendation to be considered by the membership at a General Meeting.

5. Executive

- 5.1. Only members in good standing who are 19 years or older may hold office on the Executive.
- 5.2. The Executive of this association shall be President, Vice-President, Treasurer, Secretary (as officers), and two Directors-at-Large. The members of the Executive are the Directors of the Association for the purposes of the *Societies Act*.
- 5.3. Duties of the Executive shall, subject to the authority of general meetings, govern the affairs of APRM, including but not restricted to:
 - 5.3.1. Ensuring the duties of each director are carried out.
 - 5.3.2. Preparing an annual budget for the operations of the Association. This is to be presented to the general membership for ratification at the first general meeting following the Annual General Meeting.

- 5.3.3. Communications to the general membership.
- 5.3.4. Approving and maintaining the membership list on a regular basis.
- 5.3.5. Producing on a regular basis a newsletter for the general membership.
- 5.3.6. Developing suggestions on activities for the general membership.
- 5.3.7. Ensuring that the correspondence and minutes of Executive and General Meetings are available for viewing by members.
- 5.3.8. Organising Executive meetings and General Meetings.
- 5.4. A quorum for Executive meetings shall be 3 of 6 directors.
- 5.5. Subject to Section 9.3 a director or officer may be removed by special resolution of 75% of the membership present at a General Meeting.
- 5.6. The Executive or a general meeting may establish ad hoc working groups to aid in the operations of the Association. The Executive is responsible for setting out the terms of reference and the reporting procedures for such working groups.

6. Duties of Officers

6.1 President:

- 6.1.1. Preside at all meetings of the APRM and meetings of the Executive.
- 6.1.2. Is an ex-officio member of all APRM committees.
- 6.1.3. Is the authorized spokesperson for the Association, unless she/he delegates to another member.
- 6.1.4. Prepare the agenda for Executive and General Meetings.

6.2 Vice-President:

- 6.2.1. Carry out the duties of President during her/his absence.

6.3 Secretary

- 6.3.1. Keep minutes of all general meetings of the association and meetings of the Executive. In the absence of the Secretary, the meeting shall appoint a member to record the minutes.
- 6.3.2. Coordinate all correspondence of the association.
- 6.3.3. Have custody of and maintain the principal register of members.
- 6.3.4. Have custody of all records and documents pertaining to the operation of the APRM, except those required to be kept by the treasurer.
- 6.3.5. Act as Privacy Officer of the Association.

6.4 Treasurer

- 6.4.1. Keep financial records of the Association, including books of account.
- 6.4.2. Maintain accurate records of all disbursements and indebtedness of the APRM.
- 6.4.3. Prepare and render financial statements to the Executive and members.

- 6.4.4. Assume custody of all moneys received on behalf of the association and deposit these funds to the association's bank account.
- 6.4.5. Pay all indebtedness on behalf of the association as directed by the officers.
- 6.4.6. Provide financial reports at all general meetings.
- 6.4.7. Ensure that all cheques are co-signed by two members of the Executive.
- 6.5. Directors-at-large (Two)
 - 6.5.1. To assume duties as required for the operation of the Executive.
- 7. **Resource Group**
 - 7.1. A Resource Group that includes interested APRM members will undertake the following:
 - 7.1.1. Identify and recommend initiatives relevant to the mission of the APRM.
 - 7.1.2. Conduct research and provide critical information on issues affecting rural Metchosin.
 - 7.1.3. Collect and manage all documents and records relevant to its operations.
 - 7.1.4. Provide reports on activities to the Executive and at general meetings.
 - 7.1.5. Ensure the continued operation of the Council Watch program.
 - 7.1.6. Promote and support the participation of new members in the Resource Group.
- 8. **General Meetings**
 - 8.1. General Meetings will be called at the discretion of the Executive.
 - 8.2. Quorum:
 - 8.2.1. Quorum shall be 15 members or 10% of members in good standing at the time Notice was given, whichever is fewer.
 - 8.3. The Annual General Meeting shall be held for the purpose of:
 - 8.3.1. Receipt of Reports
 - 8.3.2. Receipt of financial statements
 - 8.3.3. Nomination and election of the Executive
 - 8.3.4. Such other business as may properly be brought before the Annual General Meeting.
 - 8.4. Notice:
 - 8.4.1. Notice of General Meetings may be given by advertising, telephone network, mailings or email as determined by the Executive.
 - 8.4.2. Notice of proposed changes to the Association's constitution or bylaws or notice of the Annual General Meeting or any Extraordinary General Meeting requiring written notification shall be notified by mailings or by email to members in good standing at the most recent address given by him/her to the executive at least 14 days prior to the meeting date.

8.4.3. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is mailed.

8.5. Voting:

8.5.1. Only members in good standing at the time notice was given are eligible to vote at General Meetings.

8.5.2. In the case of tie votes, the chairperson shall not have a casting or second vote in addition to the vote to which she/he may be entitled as a member and the proposed resolution shall not pass.

9. Special Provisions

9.1. The Executive shall appoint members to vacant Executive positions and shall present the appointments to the next general meeting for ratification.

9.2. The Executive shall call an extraordinary general meeting if petitioned in writing by at least 10% of the members in good standing.

9.3. Resolutions for Expulsion of a Member (Section 5.5) or Removal of an Executive Member (Section 1.8)

9.3.1. A special resolution under sections 5.5 or 1.8 may only be considered at a general meeting where written notice has been provided.

9.3.2. Notice for such a special resolution shall be accompanied by a brief statement of the reason or reasons for the proposal.

9.3.3. The person who is the subject of the resolution has the right to be heard at the general meeting before the special resolution is put to a vote.

9.4. The Honorary Position of Past President shall exist for the person who held the office of President immediately prior to the incumbent. This person shall have all the rights of a regular member of the association, and in addition:

9.4.1. If available, the Past President shall chair a nomination committee for the annual elections and conduct the elections at the Annual General Meeting. Otherwise, the general membership shall appoint a member to perform these functions.

9.4.2. The Past President shall facilitate the transition from the outgoing Executive to the incoming Executive.

9.5. No member in his capacity as a member, officer or director shall be paid any remuneration for services rendered to, or on behalf of, the association, but the Executive or membership may authorize the payment of a member's expenses where the payment appears to be in the APRM's interest.

10. Financial Year

10.1. The financial year of the Association shall commence on April 1 of each year.

11. Audit

- 11.1. The General Membership shall appoint a member to audit the accounts of the Association at a meeting held no later than January 31 of the current financial year.
- 11.2. The Report of the Auditor shall be presented to the membership at the Annual General Meeting that immediately follows the financial year being audited.

12. Borrowing

- 12.1. The Executive may only borrow on behalf of the Association upon prior approval by the general membership of a special resolution at a general meeting.
- 12.2. A special resolution to borrow may only be considered at a general meeting where written notice has been provided.

13. Inspection of Books

- 13.1. Any member of the Association shall, by giving five days notice, have the right to inspect the books of accounts and records of the Association.

14. Privacy Policies

- 14.1. Membership lists will contain the names and addresses of members.
- 14.2. Membership application forms shall remain confidential. The information on them will be available only to members of the Executive or members authorized by them to contact and inform members of matters connected with the aims and objectives of the Association.
- 14.3. Membership Application forms shall be destroyed after three years.

15. Rules of Order

- 15.1. While the Association operates on a consensual basis, where rules of order are required, they shall be the latest edition of Robert's Rules of Order.

16. Amendments to the Constitution and Bylaws

- 16.1. Amendments to the Constitution and Bylaws may only be made at the Annual General Meeting or at an Extraordinary General Meeting called for that purpose.
- 16.2. Proposed amendments to the Constitution or Bylaws must be circulated with a notice of the general meeting at least 14 days prior to the meeting date.
- 16.3. The consent of at least 75% of the voting members present at any such General Meeting is required to amend the Constitution and Bylaws for which due notice has been issued.