

BY-LAWS OF JOE RICH RATEPAYERS AND TENANTS SOCIETY

(the "Society")

1. ARTICLE 1 – DEFINITIONS AND INTERPRETATIONS

1.1. In these Bylaws and the Constitution, unless the context otherwise requires:

- (a) "**Act**" means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;
- (b) "**Board of Directors**" means the governing body of the Society as authorized by the Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the power of the Society as directed by the Membership.
- (c) "**Bylaws**" means the bylaws of the Society as filed with the Registrar, and as altered from time to time.
- (d) "**Directors**" means the Directors of the Society, for the time being, who collectively are the Board of Directors;
- (e) "**Officers**" means the Executive Officers of the Society;
- (f) "**Registered Address**" of a Member means the address of that person as recorded in the register of Members or register of Directors;
- (g) "**Resolutions**"
 - i. "**Ordinary Resolution**" means:
 - (a) A resolution passed at a General Meeting of the Society by a simple majority of votes cast by those Members present and entitled to vote in person at such Meeting;
 - ii. "**Special Resolution**" means:
 - (a) A resolution, of which notice has been provided as per the Act, and passed at a General Meeting of the Society by at least 2/3 (67%) of the votes cast by those Members entitled to vote, or,
 - (b) A resolution submitted on 14 days notice, to the Membership in writing or by e-mail, and consented to by the Members by 2/3 (67%) of all Members present;
 - (c) A Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting.

(h) “**Society**” means JOE RICH RATEPAYERS AND TENANTS SOCIETY, who also does business as Joe Rich Society:

- i. The President is the Chief Executive Officer of the Society;
- ii. The Vice President, Treasurer and Secretary are to be considered Executive Officers of the Society.

1.2. The definitions in the Act apply to these Bylaws, except as otherwise provided.

1.3. If there is a conflict between these Bylaws and the Act or the regulations under the Act, then the Act or the regulations, as the case may be, prevail.

2. ARTICLE 2 – MEMBERS

2.1. The Members of the Society are those persons who are or become Members of the Society, in accordance with these Bylaws and, in either case, have not ceased to be Members. Every Member must uphold the constitution of the Society and must comply with these Bylaws.

2.2. Any person is eligible for Membership in the Society provided they meet the following conditions:

- (a) Being nineteen (19) years of age or more; and,
- (b) Being resident or owning property in the Joe Rich Fire Protection District for a minimum of three (3) months.

2.3. A person, who is eligible, may become a Member by submitting a paper or electronic Membership form to the Society and being put on the Members roster. The Society is entitled to request evidence to confirm the age, residency and/or ownership of property in the Joe Rich Fire Protection District of any pending and current Members.

2.4. A person shall cease to be a Member of the Society:

- (a) If that person no longer resides or owns property in the Joe Rich Fire Protection District;
- (b) By delivering a resignation in writing to the Secretary of the Society by mail, electronic mail, or delivering it to the address of the Society;
- (c) Upon death;
- (d) On having been a Member not in good standing for twelve (12) consecutive months.

2.5. A Member not in good standing is one who, after being sent notice via registered mail, providing 30 days notice to rectify the transgression(s):

- (a) Has not paid applicable Membership fees;
- (b) Has a financial debt with the Society that remains outstanding;
- (c) Has Society property, records, documents, or holdings in their possession;

(d) Through having access to confidential and or private information has breached the confidentiality of the Society and or Member(s).

2.6. A Member who is not in good standing:

- (a) May not vote at a General Meeting; and,
- (b) Is deemed not to be a voting Member for the purpose of consenting to a resolution of the voting Members.

3. ARTICLE 3 – ANNUAL GENERAL MEETING

3.1. The Annual General Meeting shall be held in accordance with the Act and at least once in each calendar year.

3.2 Notice of the Annual General Meeting shall specify that the meeting shall take place at the Joe Rich Community Hall and, the date and time of the meeting.

3.3 Notice shall be given to all Members:

- (a) By delivering notice to all Members twenty-one (21) days prior to the meeting via e-mail to a Member's Registered Address;
- (b) Notice of meetings must be posted on the Joe Rich Community website and calendar;

4. ARTICLE 4 – NOTICE OF GENERAL MEETINGS

4.1. Written notice of the date, time and location of a General Meeting must be sent to every Member of the Society at least twenty-one (21) days before and not more than sixty (60) days before the meeting.

4.2. General Meetings will be held at the Joe Rich Community Hall and/or if available, via internet meeting venue. Members may attend in person and/or if available, via internet meeting venue.

4.3. The Society shall have at least four (4) General Meetings per twelve (12) month calendar year.

4.4 The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.

5. ARTICLE 5 – QUORUM

5.1 Quorum for the transaction of business at a General Meeting is ten (10) voting Members of the Society. No business shall be conducted at a General Meeting at a time when a quorum is not present.

6. ARTICLE 6 – VOTING

6.1 A Member in good standing present at a General Meeting is entitled to one (1) vote.

6.2 In the case of a tie vote the Chairperson only shall have a casting vote and the proposed resolution may pass.

6.3 Voting is by recorded show of hands with the exception of: Elections and Special Resolutions.

6.4 Voting by absentee ballot will be permitted under the following conditions:

- (a) Elections;
- (b) Special Resolutions.

6.5 Voting by absentee ballot will be conducted as follows:

- (a) All absentee ballots shall be made in writing and delivered by electronic methods or to the designated drop box at Joe Rich Community Hall prior to the start of the meeting.
- (b) Should an absentee ballot be received from a Member and said Member be present at a meeting the absentee ballot document shall be considered null and void and the Member must cast a vote during the proceedings;
- (c) It is up to the individual Member to ensure that absentee ballots are completed as directed and received as directed in the notice of the vote. Any absentee ballots received that are not provided as directed shall be considered null and void;
- (d) All absentee ballot voting shall be conducted using the specified absentee ballot form provided by the Society and will accompany all meeting notices where absentee ballot voting is permitted.

7. ARTICLE 7 – DIRECTORS

7.1. The Directors shall have no special powers and shall perform only the duties as approved by the Membership and will adhere to:

- (a) All laws affecting the Society;
- (b) These Bylaws;
- (c) All contracts and agreements entered into by the Society.

7.2. A Director of the Society shall act honestly and in good faith and in the best interests of the Society.

7.3. The number of Directors must be a minimum of six (6) and a maximum of ten (10).

7.4. All elected Directors shall hold office for a two (2) year term, subject to these by-laws, as follows:

- (a) The President's term of office is two (2) years and is elected in even years.
- (b) The Vice President's term of office is two (2) years and is elected in odd years.
- (c) The Secretary's term of office is two (2) years and is elected in even years.
- (d) The Treasurer's term of office is two (2) years and is elected in odd years.
- (e) Additional Directors shall be elected to two (2) year terms;
- (f) No Executive Officer shall hold the same position in office for more than two (2) consecutive terms; and,
- (g) Any Director who ceases to be a Member of the Society shall cease to be a Member of the Board.

7.5. An election of the Directors may be at an annual General Meeting by acclamation, otherwise it must be by ballot.

7.6. If a Director resigns his or her office or otherwise ceases to hold office, the remaining voting Directors may appoint a Member to take the place of the former Director. A Director appointed by the Board to fill a vacancy ceases to be a Director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

7.7. Directors and Executive Officers shall serve without remuneration but a Director or Officer shall be entitled to be reimbursed for all expenses necessarily and reasonably incurred by such Director while engaged in the affairs of the Society, subject to expense reimbursement policies as determined by the Membership.

7.8. A Director may not be employed or hold a paid contract with the Society.

7.9. The Society shall purchase and maintain general liability insurance in an amount and with coverage sufficient to protect the Society, its directors, officers, employees, volunteers and members from claims of liability arising from the Society's activities, programs and operations.

7.10. All Directors of the Society shall within thirty (30) days upon election or acclamation to the Board comply with requirements by the Society Act and agree to a Criminal Record Check in accordance with the Criminal Record Review Act. In the event a Director or Director elect refuses or otherwise fails to provide such consent, the Director is automatically expelled from the Board of Directors without notice.

8. ARTICLE 8 – PROCEEDINGS OF DIRECTORS

8.1. The Directors shall meet at the Joe Rich Community Hall and/or via internet meeting venues to conduct business, adjourn and otherwise regulate their meetings and proceedings, on any notice and in any manner convenient to the Directors in accordance with the Act. The Meetings of the Board of Directors shall be held regularly at least six (6) times each year.

- (a) The first Directors Meeting following the Annual General Meeting shall be designated the Inaugural Meeting of the Board of Directors.)
- (b) A Board of Directors Meeting may be called by the President or by any two (2) other Directors.
- (c) All Meetings held by the Board of Directors, with the exception of in camera Meetings, must provide notice to the Members on the Society Calendar of Events, Joe Rich Community website and Social Media venues at least seven (7) days prior to convening.
- (d) All Meetings held by the Board of Directors, except for in camera Meetings, are open to any Member who wishes to attend to observe the meeting, but not participate, unless acknowledged by the Chair.
- (e) Minutes from all Meetings, except for in-camera Meetings, held by the Board of Directors will be made available to the Members in approved or unapproved form. Minutes of the Directors Meetings are to be approved by the Directors and are considered part of the Society's Official Records.
 - i. All Society Meeting Minutes shall be posted and noted as "Pending Approval" to the Society Website within ten (10) days of the meeting conclusion;
 - ii. All "Approved" Society Meeting Minutes shall be posted on the Society Website within ten (10) days of the conclusion of the meeting in which the minutes are approved.
 - iii. All Society Meeting Minutes, "Pending Approval" shall be included with Notice of Society Meetings as per these Bylaws.
- (f) In-camera Meetings are to be held only for disciplinary purposes or in extreme cases of privacy.

8.2. The Directors shall conduct their business by and through a consensus of the voting Directors. The consent of the majority of the voting Directors present is required for any decision of the Board. In the event of a tie vote, the President is entitled to cast a tie-breaking vote.

8.3. The Chairperson is the President or Vice-President, and shall be the chair of all Meetings of the Directors, but if the Chairperson is not present at a Meeting within fifteen (15) minutes after the time scheduled for holding the Meeting, the Directors present may choose one (1) of the Directors to be the Chairperson at that Meeting.

8.4. A quorum for the transaction of business at Directors' Meetings is 50% (half) of the voting Directors present. Minimum quorum is three (3) Directors.

8.5. In special circumstances where a Board of Directors Meeting cannot take place and the matter is time-sensitive, Directors may vote by electronic means, through documented and recorded email and this may take place up to four (4) times within the Society's fiscal year.

8.6. A resolution in writing, signed by all the Directors and placed with the minutes, is as valid and effective as if passed at a Meeting of Directors.

9. ARTICLE 9 – DUTIES OF THE BOARD

9.1. The President shall be the Chief Executive Officer of the Society and shall preside as Chairperson at all Meetings and shall supervise the other Directors in the execution of their duties:

- (a) Shall remain unbiased and shall not vote on any issues with the exception of casting one final vote only in the case of a tie vote;
- (b) Execute all Meeting Agendas and Notices which will be included in the Meeting Notice;

9.2. The Vice-President shall carry out the duties of the President during their absence and assist the President as requested.

- (a) Have custody of the common seal of the Society, if any, and,
- (b) File the annual report of the Society and make any other filings with the registrar under the Act.

9.3. The Secretary shall:

- (a) Conduct all the correspondence of the Board;
- (b) Take minutes of all Society General Meetings and Directors' Meetings;
- (c) Have custody of all records, including a register of the names and addresses of Members, a list of Members not in good standing, and documents of the Society except those required to be kept by the Treasurer.

9.4. The Treasurer shall:

- (a) Keep the financial records of the Society, including books of account and records of receipts and expenditures as necessary to comply with the Act;
- (b) Render financial statements to the Directors, Membership and others when needed or requested;
- (c) Send out and collect accounts;
- (d) Report to the Members a written statement of receipts and expenditures at the Annual General Meeting;
- (e) Ensure all receipts of the Society are deposited in a Chartered Bank, Credit Union and or other Financial Institution as approved by the Membership;
- (f) Compile a detailed and inclusive annual budget that will be presented for approval by the Society at the Annual General Meeting; and,
- (g) Such other duties as the Board and or Membership may from time to time determine.

10. ARTICLE 10 – AUDITOR and INSPECTION OF BOOKS.

10.1. This section applies only where the Society is required or has resolved to have an auditor.

10.2. In such cases, The Society will comply with the requirements of Part 9 (Audit) of the *Societies Act* of British Columbia regarding the appointment, qualifications, independence and duties of the auditor.

10.3. The books and or financial records of the Society, are considered open Society property and may be inspected by a Member or Director of the Society, in a timely manner, at the Joe Rich Community Hall and as agreed to by both the inquiring Member or Director, and the Board of Directors.

11. ARTICLE 11 – SIGNING AUTHORITY

11.1. A contract or other record to be signed by the Society must be signed on behalf of the Society:

- (a) By the President, together with one (1) other Director;
- (b) If the President is unable to provide a signature, by the Vice-President together with one (1) other Director;
- (c) If the President and Vice-President are both unable to provide signatures, by any two (2) other Directors; or,
- (d) In any case, by one (1) or more individuals authorized by the Membership to sign the record on behalf of the Society;
- (e) No signing individuals shall be related in any way, through marriage, partnership, or business.
- (f) Any and all signatory Officers, Directors and or individuals will be recorded and reported to the Society Membership.

12. ARTICLE 12 – AMENDMENT OF BY-LAWS AND CONSTITUTION

12.1. The Bylaws or Constitution of the Society shall not be altered or added to except by Special Resolution at any General Meeting. Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the registrar in accordance with the Act.

13. ARTICLE 13 – RULES OF PROCEDURE

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

14. ARTICLE 14 – PROVISIONS OF THE SOCIETY

14.1. The operations of the Society are to be carried on in the Joe Rich Fire Protection District.

Dated the day of 2025

JOE RICH RATEPAYERS AND TENANTS SOCIETY

By its Authorized Signatory(ies):

JRRATS President

JRRATS Vice President

JRRATS Treasurer

JRRATS Secretary

JRRATS Director

JRRATS Director

JRRATS Director

JRRATS Director

JRRATS Director