

## **BYLAWS OF ACTIVE MANUFACTURED HOME OWNERS SOCIETY (the "Society")**

### **PART 1 - DEFINITIONS AND INTERPRETATION**

#### **Definitions**

##### **1.1 In these Bylaws:**

**"Act"** means the Societies Act of British Columbia as amended from time to time;

**"Board"** means the directors of the Society;

**"Bylaws"** means these Bylaws as altered from time to time;

**"Voting Member"** means a Regular Member or a Member at Large who is in good standing.

##### **1.1.a "Regular Member" is a member who**

- is, or has been within the previous two years, an owner-occupier of a manufactured home located in a manufactured home park in British Columbia, or in a location that falls under the MHPTA and MHPTR, and
- has paid the required membership dues or fees to the Society, if any.

A "Regular Member" may be a Director of the Society, may Move or Second a motion to be voted on by the Membership or by Directors, may vote and hold named positions in the Society, and may participate or lead committees or action groups as outlined by the Directors.

1.1.b **"Member at large"** is a member who

- lives in BC and has an interest in the activities of the AMHOS/BCMHO,
- does not live in a manufactured home, and
- has paid the required membership dues or fees to the Society, if any.

A Member at Large has the same privileges as a Regular Member.

### **Definitions in Act apply**

1.2 The definitions in the **Act** apply to these **Bylaws**.

### **Conflict with Act or regulations**

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

## **PART 2 - MEMBERS**

### **Application for membership**

2.1 A person may apply to the **Board** for membership in the Society, and the person becomes a member on the **Board's** acceptance of the application.

### **Duties of members**

2.2 Every member must uphold the constitution of the Society and must comply with these **Bylaws**.

### **Membership dues**

2.3 The **Board** may set membership dues or fees by resolution, subject to ratification of the membership.

## **Member not in good standing**

2.4 A Member is not in good standing if the Member:

- fails to uphold the constitution of the Society,
- does not comply with these **Bylaws**,
- engages in conduct materially detrimental to the Society's purposes, or
- is delinquent in fees or dues for a period of at least six months.

The **Board** must provide written notice of the alleged infraction. The Member must be given an opportunity to respond in writing or at a **Board** meeting. The **Board** will decide by resolution whether the Member is in good standing. The Member may appeal the decision to the membership at the next general meeting.

While not in good standing, the Member relinquishes privileges including voting, moving or seconding motions, and holding **board** positions.

## **Termination of membership if member not in good standing**

2.5 A person's membership in the Society may be terminated if the person is not in good standing for 6 consecutive months.

## **PART 3 - GENERAL MEETINGS OF MEMBERS**

### **Notice of general meeting**

3.1 Notice will be sent by email and posted on the Society's website according to the Societies Act before the meeting.

## Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

## Notice of special business

3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

## Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the **Board** to preside as the chair;
- (b) if the **Board** has not appointed an individual to preside as the chair or the individual appointed by the **Board** is unable to preside as the chair,
  - (i) the president,
  - (ii) the vice-president, if the president is unable to preside as the chair, or
  - (iii) one of the other directors present at the meeting, if

both the president and vice-president are unable to preside as the chair.

### **Alternate chair of general meeting**

- 3.5 If there is no individual entitled under these **Bylaws** who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the **voting members** who are present must elect an individual present at the meeting to preside as the chair.

### **Quorum required**

- 3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of **voting members** is present.

### **Quorum for general meetings**

- 3.7 The quorum for the transaction of business at a general meeting is 3 **voting members** or 2% of the **voting members**, whichever is greater.

### **Lack of quorum at commencement of meeting**

- 3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of **voting members** is not present, the meeting is terminated.

### **If quorum ceases to be present**

- 3.9 If, at any time during a general meeting, there ceases to be a quorum of **voting members** present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

## **Adjournments by chair**

3.10 The chair of a general meeting may, or, if so directed by the **voting members** at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

## **Notice of continuation of adjourned general meeting**

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

## **Order of business at general meeting**

3.12 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - (iii) elect or appoint directors, and
  - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of

- meeting;  
(h) terminate the meeting.

### **Methods of voting**

- 3.13 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the **voting members** except that if, before or after such a vote, 2 or more **voting members** request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

### **Announcement of result**

- 3.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Proxy voting not permitted**

- 3.15 Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

- 3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the **Act** or these **Bylaws** to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **PART 4 - DIRECTORS**

### **Number of directors on Board**

- 4.1 The Society must have a minimum of 3 directors and no more than 7 directors.

## **Election and Appointment of Directors**

- 4.2 At each Annual General Meeting, voting members elect or appoint the Board. A majority of Regular Members must compose the Board. For clarity, a majority means more than 50% of the directors in office at any time. If this majority is lost due to vacancy or other unforeseen circumstances, the Board must take steps to restore the majority within a reasonable time, not exceeding 90 days.

The Board may appoint Ex Officio Directors. Ex Officio Directors may attend Board meetings and contribute to discussions but do not vote and are not counted toward quorum. Ex Officio Directors may attend and advise but do not have the power to move or second motions.

## **Terms of Office**

- 4.2.1 Directors are elected for two-year terms. A term expires at the close of an Annual General Meeting.

## **Directors may fill casual vacancy on Board**

- 4.3 The **Board** may, at any time, appoint a **voting member** as a director to fill a vacancy that arises on the **Board** as a result of the resignation, death or incapacity of a director during the director's term of office.

## **Term of appointment of director filling casual vacancy**

- 4.4 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.



## **PART 5 - DIRECTORS' MEETINGS**

### **Calling directors' meeting**

- 5.1 A directors' meeting may be called by the president or by any other director.

### **Notice of directors' meeting**

- 5.2 At least 2 days' notice of a directors' meeting must be given, by email, unless all the directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

- 5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **Conduct of directors' meetings**

- 5.4 The directors may regulate their meetings and proceedings as they think fit.

### **Quorum of directors**

- 5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

## **PART 6 - BOARD POSITIONS**

### **Election or appointment to Board positions**

6.1 Directors must be elected or appointed to the following **Board** positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

### **Directors at large**

6.2 Directors who are elected or appointed to positions on the **Board** in addition to the positions described in these **Bylaws** are elected or appointed as directors at large.

### **Role of president**

6.3 The president is the chair of the **Board** and is responsible for supervising the other directors in the execution of their duties and is responsible for the following:

- (a) conducting the correspondence of the **Board**.

### **Role of vice-president**

6.4 The vice-president is the vice-chair of the **Board** and is responsible for carrying out the duties of the president if the president is unable to act.

### **Role of secretary**

6.5 The secretary is responsible for doing, or making the necessary

arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;  
and
- (c) keeping the records of the Society in accordance with the Act.

### **Absence of secretary from meeting**

6.6 In the absence of the secretary from a meeting, the **Board** must appoint another individual to act as secretary at the meeting.

### **Role of treasurer**

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes; and
- (e) filing the annual report of the Society and making any other filings with the registrar under the **Act**.

## **PART 7 - REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

7.1 These **Bylaws** do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the **Act**, pay remuneration to a director for services provided by the director to the Society in another capacity.

## Signing authority

- 7.2 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 other director,
  - (b) if the president is unable to provide a signature, by the vice-president together with one other director,
  - (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
  - (d) in any case, by one or more individuals authorized by the **Board** to sign the record on behalf of the Society.