

# **BROW OF THE HILL RESIDENT'S ASSOCIATION**

**Constitution and By Laws / Approved by membership Resolution April 2007**

## **Constitution**

### **NAME:**

The name of the association shall be the **Brow of the Hill Resident's Association**.

### **PURPOSE of the Association:**

- a) To protect and enhance the livability of the area known as the Brow of the Hill neighborhood;
- b) To provide an open and transparent process through which the residents of the area may involve themselves in the workings of the neighborhood;
- c) To provide the area residents with a liaison between the City of New Westminster – its Council and staff, government agencies and other resident's associations in New Westminster;
- d) As determined by the community and the Brow Resident's Association to undertake events, projects and involvements which speak to the furtherance of the purposes stated herein by the Association.

## **ByLaws**

### **Part 1 – Interpretation**

1.1 In these bylaws, unless the context otherwise requires:

- (a) **“Association”** means the Brow of the Hill Resident's Association;
- (b) **“conflict of interest”** means a conflict between the personal, professional or vocational interest of a director with the interests of the association in respect of any matter that director may from time to time deliberate or be required to decide by decision or vote;
- (c) **“directors”** means the director of the association as elected by the membership from time to time;
- (d) **“membership”** means those person or persons who live, work, own or rent in the area known as the Brow of the Hill.

## **Membership**

- 2.1.1 Membership in the Brow of the Hill Resident's Association shall be open to all persons who live, work, own or rent in the area known as the Brow of the Hill which boundaries are described and defined as that area marked by boundaries on the east known as Sixth Street, on the south by Royal Avenue, on the north by Sixth Avenue and on the west by Stewardson Way.
- 2.2 All members as defined by 2.1 shall have access to and voting powers within the resident's association with each member having one vote to cast at general or special meetings of the association.
- 2.3 Annual membership fees are not expressly indicated or required to validate Membership or voting powers but should the association require, such fees would be annual and paid voluntarily to the association. All members are deemed to be in good standing;
- 2.4 Every member must uphold the constitution of the association and comply with established Bylaws.

## **Directors**

- 3.1 The association will be comprised of a Board of Directors having a President, Vice-president, Past President, Secretary, Treasurer and various other Directors At Large to a maximum of twelve (12). Committees are at the discretion, direction and approval of the Board of Directors.
- 3.2 Terms of Office for all directors shall be renewed annually at a general meeting of the association and proper notice of said meetings shall be given;
- 3.3 To conduct any legal meeting of the association a quorum shall be at least 5 directors of the Association;
- 3.4 The Board of Directors shall be accountable to the membership of the Association, and shall seek the views, reaction and input from the membership on all matters of proposed policy or recommendation;
- 3.5 Meetings of the Board of Directors must be announced and published to the membership at least ten (10) days prior to the proposed meeting and the regular meeting schedule of the Board of Director shall be determined by the directors from time to time in a regular meeting format;
- 3.6 The Board as it deems necessary may establish permanent (standing) or temporary (ad hoc) committees and appoint directors or members to such committees from time to time. Committees, their members or assignees shall not

have the power to act on behalf of the Association except with the express approval of the Board of the Association;

- 3.7 Emergency Powers of the Board: In such cases where the Board must provide representations, recommendations or opinion to the City or other questioners and a meeting of the resident's association cannot be conveniently called in a timely manner the Board is empowered to represent the views and positions of the residents of the Brow subject to such positions being reviewed and accepted by a quorum in attendance at the next general meeting of the association;
- 3.8 Any director failing to attend three consecutive association general meetings shall be automatically deemed to have resigned from the board and the board shall be empowered to fill the vacant position forthwith;
- 3.9 Every director of the association shall exercise the powers and discharge the duties of his or her office honestly, and in good faith, and in the best interests of the association and in connection therewith shall exercise the degree of care, diligence and skill that a reasonable and prudent person might exercise. A director of the association shall avoid matters, involvements and voting positions that might be deemed to be in a conflict of interest of the association as defined in the interpretations of the term "conflict of interest".

## **Annual General Meeting**

- 4.1 An annual general meeting shall be held for the association and such meeting shall not exceed fifteen (15) months from the date of the previously held annual general meeting;
- 4.2 Annual General Meetings of the association must be announced and published to the membership at least ten (10) days prior to the proposed meeting and the regular meeting schedule of the Board of Director shall be determined by the directors from time to time in a regular meeting format;
- 4.3 The purpose of the annual general meeting shall be to elected or re-elect the Board of Directors of the Association, to also present reports to the membership as deemed appropriate by the directors, to also present resolutions pertaining to the association;
- 4.4 Robert's Rules of Order shall govern the procedures of the Annual General Meeting of the Association. Voting may be by a show of hands or by ballot as determined in advance by the directors of the association. Proxy voting is not considered valid by the association;

## **Meetings of the Association**

- 5.1 Quorum shall be as described in 3.3 above;
- 5.2 Robert's Rules of Order shall govern the procedures of all meetings of the Association;
- 5.3 General meetings shall be scheduled and published to the membership at least ten (10) days in advance of the meeting at a time, place and date set by the directors. Proper notification may be in person, by mail, by facsimile or other electronic Means or through publication in the newspaper from time to time. Failure to publish meeting information in the paper does not constitute a breach of protocol and the association is empowered to conduct such meetings regardless;
- 5.4 An agenda shall be produced and approved by majority vote at the commencement of each meeting. Acceptance, amendment or addition to the agenda are made by majority vote;
- 5.5 The meetings of the Association shall be to receive or make proposals, recommendations, notifications and conduct such business as shall properly come before the Association from time to time whether in writing or by petition of a member. Meetings are open to the public regardless of membership although membership shall determine voting rights of the attendee(s);
- 5.6 Minutes of each meeting shall be dutifully kept and disseminated to all directors in a timely manner;
- 5.7 Presentations may be provided from time to time to the associations meetings subject to the proper approval of the meeting. For scheduling considerations, presentation scheduling should be requested in advance to permit proper approvals of such presentations at regular meetings of the association;

## **Publication of Constitution and Bylaws of the Association**

- 6.1 The constitution and bylaws must be filed with the City of New Westminster and a copy of these documents must be provided to each director of the association at the time of election of that director;
- 6.2 These bylaws and the constitution cannot be altered except by special resolution at a properly convened meeting of the association;