

# Bylaws of the Downtown Eastside Neighbourhood Council

## Part 1 - Interpretation

1. In these Bylaws, unless the context otherwise requires:
  - a. “Directors” means the directors of the Society for the time being;
  - b. “*Society Act*” means the *Society Act* of the Province of British Columbia from time to time in force, and all amendments to it;
  - c. “Registered address” of a member means her address as recorded in the registrar of members;
  - d. “Downtown Eastside Neighbourhood Council’s constituency” means the residents who live within the sub-areas of the Downtown Eastside of Vancouver, British Columbia including Gastown, Victory Square, Chinatown, DTES Oppenheimer District, Strathcona, Thornton Park and the DTES Industrial area.
2. The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws.
3. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and vice versa.

## Part 2 – Membership

(Membership is the sovereign body of the DNC and elects the board of directors at the AGM. The members at the AGM or other specified meetings can make decisions on policy and actions. These decisions must be consistent with and in the best interests of the DNC mandate as outlined in the constitution. Members are encouraged to participate and commit time and energy to the goals of the DNC.)

4. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members in accordance with these Bylaws, and, in either case, have not ceased to be members. There shall be two classes of membership:
  - a. Individual Members - a regular member is a person who resides in the Downtown Eastside.
  - b. Natural Community Member – a natural community member who has applied for membership and has been admitted by a vote at a regular general meeting. Natural Community Members cannot make up more than 10% of the total membership. Natural Community members may not run in Board elections, but may be appointed to the board of directors as ‘at-large’ directors by the elected board and ratified by the general membership.
5. A DTES resident who agrees with the constitution fills out a membership form and becomes a member of the DNC. A DTES non-resident who feels that their ‘heart is in the community’

must apply to become a “natural community member” with a letter to the board; May attend a board meeting for an interview; and be recommended to a motion at the general membership by the board where they may become a member.

### **Duties of the Members**

6. Every member shall uphold the Constitution and comply with these Bylaws and the policies of the Society.
7. All members shall inform the Secretary in writing of their up-to-date address and e-mail address (if any) and fax number (if any) for the purposes of receiving notices from the Society. This is an ongoing obligation.
8. The general membership may determine the membership dues, if any.

### **Cessation of Membership**

9. A person shall cease to be a member of the Society;
  - a. by delivering her resignation in writing to the Secretary of the Society or by mailing it or delivering it to the address of the Society, or
  - b. on her death, or
  - c. on being expelled, or
  - d. on having been a member not in good standing for a period of 6 months.

### **Expelling of a member by the Membership**

10. A member may be expelled by special resolution of the members passed at a general meeting.
11. The 14 day notice of special resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion.
12. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
13. All members are in good standing unless they have failed to pay any applicable membership fee or other subscription or debt owed to the Society.

## **Part 3 - Meetings of Members**

### **Timing of the Meeting**

14. General meetings of the Society shall be held at such time and place, in accordance with the *Society Act*, as the Directors decide.

15. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

16. The Directors may, whenever they think fit, or in accordance with regular schedule set by the membership, may convene an extraordinary general meeting. An emergency meeting may be called upon the request 10% of the membership.

17. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once every calendar year and not more than 15 months after holding the last preceding annual general meeting.

### **Notice of the Meeting**

18. Notice of a general meeting shall specify the place, the day, and the hour of meeting, and, in the case of special business, the general nature of that business.

19. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any of the members entitled to receive notice, does not invalidate any of the proceedings at that meeting.

### **Part 4 - Proceedings at General Meetings**

20. Special business is:

- a. all business at an extraordinary general meeting except the adoption of rules of order, and
- b. All business that is transacted at an annual general meeting, except
  - i. the adoption of rules of order;
  - ii. the consideration of the financial statements;
  - iii. the report of the Directors;
  - iv. the report of the Auditor, if any;
  - v. the election of Directors;
  - vi. the appointment of the Auditor, if required; and
  - vii. such other business as, under these Bylaws, ought to be transacted at an annual general meeting or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

### **Quorum Requirements**

21. No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

22. 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 the meeting is adjourned or terminated.

23. A quorum is 30 members present, or such greater number as the members may determine at a general meeting.

24. If within 30 minutes from the time appointed for a member's meeting a quorum is not present, 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 30 minutes from the time appointed for the meeting, the members present constitute a quorum, provided there are at least three members present.

25. Subject to these Bylaws, 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

26. If at a general meeting;

a. there is no President, Vice-President, or other Director present within 15 minutes of the time appointed for holding the meeting, or

b. the President and all other Directors present are unwilling to act as chairperson, the members present shall choose one of their numbers to be chair person.

27. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

28. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

29. Except as provided in this Bylaw, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.

### **Voting Procedures**

30. Resolutions proposed at a general meeting need be seconded, and the chairperson of a meeting may move or propose a resolution.

31. In the case of an equality of votes, the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member, and the proposed resolution shall not pass.

32. A member in good standing present at a meeting of members is entitled to one vote.

33. For the purposes of voting at the Annual General Meeting a member must be registered at least seven days before the vote.

34. Voting is by a show of hands, unless the members otherwise decide.

35. Voting by proxy is not permitted.

## **Part 5 - Directors and Officers**

### **Powers of the Directors**

36. The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise, lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to provisions of

- a. all laws affecting the Society;
- b. these Bylaws; and
- c. rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in a general meeting.

37. No rule made by the Society in a general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

### **Number of Officers and Directors**

38. The President, Vice-President, Secretary and Treasurer shall be the officers of the Society.

39. An officer must be a Director and ceases to be an Officer when he ceases to be a Director.

40. There shall be at least 19 Directors, with at least 14 seats allocated for Directors as they self-identify with each of the Downtown Eastside housing types:

- a. 2 seats for a homeless person / person in shelter meaning they have no fixed address or special needs residential facility resident (with up to 4 occupants to ensure participation)
- b. 5 seats Single Room Occupancy hotels (publicly or privately run residential hotels)
- c. 5 seats social housing (publicly run self contained suites including co-ops)
- d. 3 seats market housing (rental or owner occupied suites or homes)

Plus:

- e. 6 seats at-large, open to nomination from the general membership without consideration of housing-type. These seats are intended to balance the board with consideration for other composition concerns (race, gender, age, sexuality, etc) and may include up to 2 natural community members.

41. Each year prior to the Annual General Meeting, the Downtown Eastside Neighbourhood Council shall convene a Pre-AGM to compile a list of nominees for election to the Board of Directors to fill all vacant positions.

42. The Board Nominating Committee shall ensure that all nominees to the Board of Directors qualify for one of the six types of seats as set out in section 41, and shall make the ballot of the qualified candidates according to criteria approved by the Board of Directors.

43. In order to be eligible for election to the board, an individual must;

a. be a member in good standing,

b. submit their intention to run by the timeline set from time to time by the membership at the Pre AGM;

c. provide their name, type of housing and address; and,

d. agree to act in the best interests of the Downtown Eastside Neighbourhood Council, its mandate and for social, environmental and economic justice.

44. Individuals nominated and not present at the AGM must provide consent in writing in order to be eligible for election to the Board of Directors.

45. Nominees shall make their best effort to be physically present at the election meeting.

46. A nominee cannot be physically present at their election meeting shall make arrangements to have a member in good standing read the statement referred to in 44 (c) above to the membership.

### **Terms of Directors and Their Replacement**

47. The Directors shall retire at the expiration of their term, when their successors shall be elected.

48. Officers will be elected by the Directors, at a meeting of the Directors after the Annual General Meeting.

49. Election procedures at the Annual General Meeting shall be determined by the members present.

50. Officers shall serve until the next Annual General Meeting, upon election.

51. If there is a Director vacancy on the Board, the Nominating Committee shall propose a shortlist of applicants for the position to the Board at its next meeting, and the Directors shall appoint a Director to fill the vacancy from those applicants and then get their decision ratified at the next general membership meeting.

52. If there is an Officer vacancy on the Board, the Directors shall elect a Director to fill the position, and a Director so elected shall hold office until the next Annual General Meeting.

53. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors currently in office.

## **Removal of Directors**

54. A Director may be removed before the expiration of his or her term by a special resolution of the members.

55. A Director subject to a vote for removal by a vote of the members or Directors shall;

a. be given at least 7 days notice of the meeting where the vote will take place, and be given a brief description of the reason, and

b. be given an opportunity to provide a defence prior to the vote being taken.

56. No Director or Officer shall be remunerated for acting as such, but may be reimbursed for all expenses necessarily and reasonably incurred by her while engaged in the affairs of the Society.

## **Meeting of Directors**

57. The Directors shall meet at least 10 times per year.

58. The Board of Directors may;

a. meet together at such times and places as they think fit for the dispatch of business, and

b. hold meetings, in whole or in part, by telephone or other communications medium if all Directors participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other.

59. The following rules apply to meetings of the Board of Directors:

a. The Board of Directors may, by three-quarters majority, adopt Rules of Order governing its meetings, the meetings of its committees, and the procedure by which decisions shall be made, provided that such Rules are not inconsistent with the Constitution of the Society and these Bylaws.

b. In the absence of adopted Rules of Order, questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.

c. If a vote is taken and the result is a tie, the chairman does not have a second or casting vote.

d. Members may attend and observe Board meetings, may be given permission to speak, and will not have a vote.

60. The President shall be chairperson of all meetings of the Directors unless the Directors decide otherwise.

61. A resolution in writing, signed by all 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.

## **Quorum of Directors**

62. The quorum of Board shall be 7 of the Directors then in office, including one constituency representatives elected under sections 40 (a), (b), (c).

a. Directors participating by telephone, telephone conference call, or other communications medium described above shall be considered part of the quorum.

b. A Director may at any time, and the Secretary on the request of a Director shall convene a meeting of the Directors.

## **Directors' Committees**

62. The Directors may delegate any, but not all, of their powers to committees consisting of such persons as they see fit, and may name the committee.

63. 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 Directors, and shall report every act or thing done in exercise of those powers to the Directors.

64. Subject to directions from the Board, the committee shall determine its own procedure.

65. The members of a committee shall meet and adjourn as they think proper.

66. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, fax, telex, cable, or other communications medium, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn

a. no notice of meetings of Directors shall be sent to that Director, and

b. any and all meetings of the Directors of the Society, notice of which has not been given to that Director, shall, if a quorum of the Directors is present, be valid and effective.

## **Part 6 - Duties of Officers**

67. There shall be two co-Presidents. The board shall seek to include at least one woman and one person of colour.

68. 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 to be kept by the Treasurer;
- e. have custody of the common seal of the Society; and
- f. maintain the register of members.

69. The Treasurer shall:

- a. ensure that full and accurate financial records are kept, in proper books of account, as are necessary to comply with the *Society Act*;
- b. render financial statements to the Directors, members and others when required.

70. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

71. Other Officers, if any, shall perform such duties as the Directors decide.

72. The Directors or members may add additional duties to any Director or Officer or transfer duties among Directors or Officers.

73. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

### **Duties of the Directors**

74. A Director or acting Director shall:

- a. act honestly and in good faith in the best interests of the Society;
- b. exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a Director.

### **Directors and Conflict of Interest**

76. A Director or acting Director who is directly or indirectly interested in a proposed contract or transaction of the Society shall disclose promptly and fully the nature and extent of his interest to each member of the Board of Directors and otherwise comply with the *Society Act*.

### **Directors and Records**

77. The Directors shall enter in the register the names of all applicants for incorporation and the name of every other person admitted as a member of the Society, together with the following particulars of each:

- a. the full name and resident address;
- b. the date on which a person is admitted as a member; and

c. the date on which a person ceases to be a member.

78. The Directors shall prepare all reports, including financial reports, required by law to be prepared by the Society for the Annual General Meeting.

79. The Directors shall, on behalf of the Society, file all financial and other reports that have to be filed after the annual meeting as required by the *Society Act* and *Income Tax Act* or other law.

80. The Directors shall ensure that the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds.

### **Accounting Records**

81. The Directors, on behalf of the Society, shall keep proper accounting records in respect of all financial or other transactions, and without limiting the foregoing, shall keep records of

a. all money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;

b. every asset and liability of the Society; and

c. every other transaction affecting the financial position of the Society.

### **Part 7 - Seal**

82. The Directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

83. The common seal shall be affixed to any document or instrument only when authorized by a resolution of the Directors and then only in the presence of the person prescribed in the resolution or if no persons are prescribed in the presence of the President and Secretary or President and Secretary-Treasurer.

### **Part 8 - Borrowing**

84. In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, borrow or raise or secure the payment of money in such a manner as they decide, and in particular but without limiting the generality of the foregoing, by the issue of debentures.

85. No debentures shall be issued without the sanction of a special resolution.

86. The members may by special resolution restrict the borrowing powers of the Directors until the next annual general meeting.

### **Part 9 – Auditor**

87. This part applies only where the Society is required or has resolved to have an Auditor.

88. The first Auditor shall be appointed by the Directors, who shall also fill all vacancies occurring in the office of Auditor.

89. At each Annual General Meeting, the Society may appoint an Auditor to hold office until his re-appointment or the appointment of his successor at the next annual general meeting.

90. An Auditor may be removed by ordinary resolution.

91. An Auditor shall be informed forthwith in writing of his appointment or removal.

92. No Director or employee of the Society shall be Auditor.

93. The appointed Auditor/auditing firm may be represented at general meetings.

### **Part 10 - Notices to Members**

94. A notice may be given to a member by personal delivery.

95. Notice may also be given to a member by mail, fax, e-mail or posting as described below.

#### **Notice by Mail**

96. Notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. Notice shall be sent to the member's registered address.

#### **Notice by Fax**

97. Notice by fax may be given provided the fax system used has a system for recording the sending and receiving of the fax and such a system is used. The fax shall be sent to the fax number supplied by the member.

#### **Notice by E-Mail**

98. Notice by email shall be considered validly delivered if the notice email is

- a. sent to the most recent email address supplied by the member, and
- b. not returned as undeliverable.

#### **Notice by Posting**

99. Notice may be given to members by posting such notice at places frequented by residents of the Downtown Eastside.

100. Fourteen day notice of an Annual General Meeting shall be given to:

- a. every member shown on the Register of Members on the day notice is given; and
- b. The Auditor, if Part 9 applies.

101. No other person is entitled to receive a notice of a general meeting.

**Part 11 - Bylaws**

102. After being admitted, a member is entitled to a copy of the Constitution and Bylaws upon paying the sum of \$1.00.

103. These Bylaws shall not be altered or added to except by special resolution by 2/3 vote at an Annual General Meeting of the Downtown Eastside Neighbourhood Council.

104. Any changes to the Bylaws shall be presented at a Pre-AGM meeting.

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