

QUAYSIDE COMMUNITY BOARD (QCB) BYLAWS

Revised and adopted December 2, 2014

ARTICLE 1 - NAME AND DEFINITIONS

Section 1.01: The name shall be "QUAYSIDE COMMUNITY BOARD (QCB).

Section 1.02: The "QUAYSIDE COMMUNITY BOARD" (QCB) shall hereinafter be referred to as the "Board".

Section 1.03: The term "complexes" as used in these bylaws shall be defined to mean strata corporations and housing cooperatives as represented by their strata councils and boards of directors.

ARTICLE 2 - JURISDICTION

Section 2.01: The geographical area included in the Board shall be bounded on the west by the eastern property line of Kruger Products Ltd. on the north by the railway tracks, on the east by the Patullo Bridge, and on the south by the north arm of the Fraser River.

Section 2.02: To undertake coordinated action and information distribution for the betterment of all the complexes which are members and to represent all the residents in the geographical area set out in Section 2.01 with all levels of governments, boards and corporations, etc that affect the quality of living on the Quay and the administration of the complexes.

Section 2.03: The Board may take positions on issues or actions planned or undertaken by public or private organizations set out in Section 2.02 above, and take public action to promote issues and matters.

Section 2.04: The Board shall have the authority to meet with the municipal government to articulate Board positions on issues and matters in the public or private organizations set out in Section 2.02 above, to seek support for the positions of the Board.

Section 2.05: The Board shall not endorse, support or contribute financially to any candidate or group of candidates seeking election to a municipal office. Nor shall the Board oppose any candidate or group of candidates for municipal office. Actions or positions taken by the Board shall be limited to publicly declared positions on issues or matters in the municipal arena leaving it to the discretion of the candidates, or group of candidates, to state their positions regarding positions taken by the Board.

Section 2.06: One third (1/3) of the voting members at any meeting of the Board may require that a majority of all the complexes that are members approve a motion of the Board before the motion can be acted on by the Board.

Section 2.07: The Board shall cease to exist where there are less than one third (1/3) of strata corporations or housing cooperatives remaining as members.

Section 2.08: Should the Board cease to exist as set out in Section 2.07 above the assets of the Board shall be distributed among the remaining members prorated to an equal amount per suite for the total number of suites.

ARTICLE 3 - PURPOSE

Section 3.01: Without restricting the generality of Section 3.02 following, the intent of "Article #3 - Purpose" is to set out procedures for implementing the jurisdiction of the Board.

Section 3.02: The Board shall strive to provide coordination, information, assistance and advice to all complexes in the administration of their complex as members of the Board.

Section 3.03: The Board shall provide representation for all the complexes that are members of the Board on behalf of all their residents in dealings with all levels of government, boards, corporations and organizations similar to this Board that affect the quality of living on the Quay.

Section 3.04: Section 2.06 notwithstanding, the Board may act as a central organization through which two or more complexes may enter into a joint or common contract to provide services to the complexes that are members of the Board after the consent of the complexes wishing to be included has been obtained.

Section 3.05: Section 2.06 notwithstanding, where two or more complexes enter into a joint contract for services referred to in Section 3.04 above the cost sharing shall be on a flat charge per suite sufficient to cover the total cost of the joint contract for the duration of the contract after the consent of the complexes for the costs has been obtained.

Section 3.06: Section 2.06 notwithstanding, the Board, acting on its own motion may register the "Quayside Community Board" as a non-profit legal entity.

Section 3.07: Section 2.06 notwithstanding, the Board may coordinate the formation of one or more legal non-profit entities, separate from the Board, to sign a contract, after receiving the consent of the members wishing to be included in the contract to provide a service, has been obtained, only for those member complexes who wish to be included on the Board of the legal entities.

Section 3.08: Section 2.06 notwithstanding, the Board may coordinate the formation of one or more legal non-profit entities, separate from the Board, to employ one or more employees to provide a service(s), after receiving the consent of the members wishing to be included in the employment of employee(s) to provide the service(s), has been

obtained, only for those member complexes who wish to be included on the board of the legal entities.

Section 3.09: Only complexes that are members of the Board shall be eligible to be included in, or receive the benefits of, any legal non-profit entities that are formed pursuant to Sections 3.07 and 3.08.

ARTICLE 4 - MEMBERSHIP

Section 4.01: Membership in the Board shall be restricted to complexes within the boundaries set out in Section 2.01 where the strata council or housing cooperative board votes to become a member.

Section 4.02: Membership in the Board shall be dependent on the strata council or the housing cooperative board of the potential members approving a motion to become members of the Board.

Section 4.03: Membership fees shall be one dollar (\$1.00) for each suite or unit in the strata corporation or the housing cooperative payable during the month of January in each calendar year.

Section 4.04: Membership shall continue until such time as one or more of the following occurs:

1. The strata council or housing cooperative board votes to terminate their membership in the Board.
2. The member strata corporation or housing cooperative is six (6) or more months in arrears in their dues payments.
3. The Board adopts a motion by a two-thirds (2/3) or greater majority vote to expel a member complex.

Section 4.05: Where a strata corporation or housing cooperative ceases to be a member of the Board, on their own motion or by way of Bylaw 4.04, such a strata corporation or housing cooperative shall have no claim on the assets of the Board.

ARTICLE 5 - DELEGATE ENTITLEMENT

Section 5.01: Only strata corporations and housing cooperatives, referred to as "complexes" in these bylaws shall be entitled to appoint one voting delegate at each meeting of the Board.

Section 5.02: Only complexes shall be entitled to appoint a first, second and third alternate delegate any one of whom, in their order of rank 1 to 3, may attend as the one voting delegate at any meetings of the Board in the absence of a higher ranking voting delegate.

Section 5.03: To be seated as a voting or alternate delegate the strata council or the

housing cooperative board must have passed a motion naming the person as their voting or alternate delegate.

ARTICLE 6 - MEETINGS OF THE BOARD

Section 6.01: The Board shall be the governing body of the Quayside Community Board.

Section 6.02: The Board shall meet every month at a place, date and time to be determined by the Board at the first meeting each year. The Board may modify the place, date and time as necessary at any time.

Section 6.03: A quorum for meetings of the Board shall require the attendance of a delegate or alternate delegate from fifty percent (50%) of the complexes that are members of the Quayside Community Board.

Section 6.04: In addition to the regular meeting set out in Section 6.02 the president may call a special meeting of the Board by giving not less than six (6) days notice.

Section 6.05: Five (5) or more voting delegates shall have the ability to cause the president to call a special meeting of the Board within eight (8) days of the president receiving the request to call the special meeting.

Section 6.06: As per the delegate entitlement each strata corporation and housing cooperative shall be entitled to one voting delegate at all meetings of the Board.

Section 6.07: All decisions of the Board shall be determined by a majority vote of the delegates present and casting a vote.

Section 6.08: A majority vote shall be defined as fifty percent (50%) plus one vote of the total number of votes actually cast.

Section 6.09: In the event of a tie vote the chairperson of the meeting may cast the deciding vote or request a second vote. If the second vote is also a tie the chairperson of the meeting shall cast the deciding ballot.

Section 6.10: In addition to the voting delegates all the alternate delegates and any member of a strata council or housing cooperative board may attend all meetings of the Board with voice but without vote.

Section 6.11: All meetings of the Board shall be open to all permanent residents and all non-resident owners, without voice, except when granted by the chair or the meeting.

Section 6.12: Guests may be invited to address any meeting by the president. Any member of the Board may invite a guest to address the next meeting upon approval by the president.

Section 6.13: In addition to actions taken under Sections 3.03, 3.04, 3.05 and 3.06 of Article 3 - that require the approval of each participating strata corporation and housing cooperative, any one third (1/3) of the voting delegates may require that any action proposed by a motion of the Board not be acted on without the consent of the majority of the complexes who are members of the Board.

Section 6.14: Where the Board is considering action on an issue that may place a voting delegate in a possible or potential personal conflict of interest the delegate shall declare the possible or potential personal conflict of interest and if the Board finds that there is a conflict the delegate shall abstain from the debate and voting, but can be replaced by an alternate, if available, for the debate and voting on that issue.

Section 6.15: Voting by the board can be via email or other verifiable technology when requested by the president of the board and later reported in the minutes.

ARTICLE 7 - ANNUAL GENERAL MEETING

Section 7.01: The purpose of the annual general meeting is for member residents of the Quayside community complexes (see Article 4), to have the opportunity to:

- a. review and discuss the annual reports of the Board
- b. share information about current Quayside community issues
- c. introduce the officers of the board to the Quayside community

Section 7.02: An annual general meeting shall be held each calendar year.

ARTICLE 8 - OFFICERS

Section 8.01: The officers of the board shall be as follows:

- a. president
- b. vice-president
- c. treasurer
- d. secretary
- e. officer at large
- f. past president

Section 8.02: The general duties of the officers shall be as follows:

8.02.1 President

- a. Chair the meetings of the Board and officers.
- b. Ensure orderly meetings of the Board and officers using Robert's Rules of Order.
- c. Interpret and enforce the bylaws of the Board.
- d. Supervise the duties of the other officers and assign selected projects for action by the vice-president and appointed committee chairs.
- e. Ensure that an up-to-date list of all affiliated complexes, delegates and alternate delegates, is maintained

8.02.2 Vice-President

- a. Assume all the duties of the president in the absence of the president or when the president is unable to carry out the duties of that office.
- b. Ensure that a file of minutes is maintained and available to members.

8.02.3 Treasurer

- a. Prepare and arrange all banking and payments for the Board regarding financial activities.
- b. Maintain the financial records and accounts of the Board.
- c. Make a financial report on the finances of the Board at all regular meetings of the Board and to make a year end report.
- d. Two voting delegates must be appointed to conduct a review of the year end financial records prior to the annual general meeting.
- e. Any unapproved expenditure over \$250 must be approved by the Board.

8.02.4 Secretary

- a. Record the minutes of all meetings of the Board and officers.
- b. Ensure that the results of any electronic voting is reported in the minutes.
- c. Ensure that the unapproved minutes are circulated to all voting and alternate delegates for approval at the next meeting.
- d. Ensure that a file of all outgoing and incoming correspondence relevant to the Board is maintained up to date.
- e. Distribute the annual reports to member complexes at least three (3) weeks prior to the annual general meeting.

8.02.5 Officer at Large

- a. Assume duties as assigned by the other officers.

8.02.6 Past President

- a. Ensure continuity by providing guidance and advice to the officers.
- b. Must reside in the Quayside community.
- c. Does not have a vote

Section 8.03: The officers shall meet at the call of the president or any two (2) of the officers with not less than six (6) days notice prior to the date of the meeting listing the items to be dealt with at the meeting.

Section 8.04: Election of Officers

- 8.04a: The Board shall call for nominations to positions on the Board at least eight (8) weeks prior to the first Board meeting of the year.
- 8.04b: At the first meeting of the Board each year all the offices shall be declared vacant and the Board shall elect from among its members - a president, vice-president, officer at large, treasurer and secretary. This election will be as per Sec 6.07.

Section 8.05: No one person shall be eligible to seek the position of president who has served six (6) consecutive terms as president.

Section 8.06: The signing officers are to include the treasurer and one of two (2) other officers. The names of those identified as signing officers shall be noted in the minutes.

ARTICLE 9 - AMENDMENTS

Section 9.01: These bylaws may be amended by a two-thirds (2/3) majority vote of the members present at a Board meeting where the following conditions are met:

- 9.01.1 The motion to amend the bylaws was tabled at the preceding meeting of the Board or not less than thirty (30) days notice of the proposed amendment was given.
- 9.01.2 The notice of any proposed amendment, with a request for a receipt of notice, was sent by email to the president (or failing this, the property manager) of each member complex.

ARTICLE 10 - SEVERABILITY

SECTION 10.01: Should a provision of these bylaws be found to be invalid by a court of competent jurisdiction then the provisions of Sections 10.02 and 10.03 shall apply.

SECTION 10.02: The provisions of these bylaws shall be deemed independent and severable and the invalidity in whole or in part of any bylaw does not affect the validity of the remaining bylaws, which shall continue in full force and effect as if such invalid portion had never been included herein.

SECTION 10.03: Should an issue or incident arise that is not contemplated in these bylaws then Roberts Rules of Order shall apply.

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