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CANADIAN
HOME BUILDERS' ASSOCIATION
CENTRAL OKANAGAN

Canadian Home Builders' Association Central Okanagan

BY-LAWS

Revised September 13, 2018

Please note: Bylaw additions and/or revisions must be approved at the AGM or Special Assembly of Members

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PART 1 – INTERPRETATIONS

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

a. "**Annual General Meeting**" means the Annual General Meeting of the membership of the Association that will be held pursuant to these Bylaws;

b. "**Annual Election Meeting**" means the Annual Election Meeting of the membership of the Association that will be held pursuant to these Bylaws;

c. "**Association**" means the Canadian Home Builders' Association Central Okanagan;

d. "**Board**" means the Board of Directors of the Association and "Director" means a member of that Board as elected or appointed pursuant to these Bylaws and includes an Officer;

e. "**Bylaws**" means these bylaws and all other bylaws of the Association as amended and which are, from time to time, in force and effect;

f. "**CHBA**" means the national Canadian Home Builders' Association;

g. "**CHBA-BC**" means the Canadian Home Builders' Association of British Columbia;

h. "**Code of Ethics**" means the Code of Ethics set out in these Bylaws;

i. "**Constitution**" means the Constitution of the Association;

j. "**Members**" means the persons approved for membership in the Association, and "Member" shall mean any one of them;

k. "**Membership Fees**" means the fees established by the Association to be paid by Members pursuant to these Bylaws from time to time;

l. "**Officers**" means a member of the Board appointed by the Board, or by such individual or individuals as the Board may designate from time to time, to the office of President, Vice-President, Secretary/Treasurer, or other such position as the Board determines at its discretion; and

m. "**Societies Act**" or "**Act**" means the *Societies Act* [SBC 2015] Chapter 18, of British Columbia as amended from time to time.

n. "**Special Resolution**" means

   a. a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members, whether cast in person, by proxy, by electronic vote, or by voice vote, as permitted by the Board from time to time; or

   b. a resolution consented to in writing by all the voting members.

Conflict with Act or regulations. 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.

Societies Act Definitions. The definitions in the *Societies Act* on the date these bylaws become effective apply to these bylaws.

Gender and Number. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

PART 2 – OFFICE

2.1 Central Okanagan Office. Any office from which the Association primarily operates shall be within the Central Okanagan region in British Columbia and at such place therein as the Directors may from time to time determine.

PART 3 – MEMBERSHIP

3.1 The following persons may apply to the Board for membership in the Association:

a. Builders and Builders/Developers – one who, to the satisfaction of the Board, is an experienced builder of homes or residential structures, who is a member in good standing with an independent third-party warranty program and BC Housing, is otherwise suitable for membership ("**Builders**");

b. Renovators – one who, to the satisfaction of the Board, is an experienced renovator of homes or residential structures and is otherwise suitable for membership ("**Renovators**");

c. Developers of Land Only – one who, to the satisfaction of the Board, is an experienced developer of land for residential dwellings and is otherwise suitable for membership ("**Developers**");

d. Subcontractors – one who, to the satisfaction of the Board, is a trade subcontractor in the construction or renovation of homes or residential structures, and is otherwise suitable for membership ("**Subcontractors**");

e. Suppliers – one who, to the satisfaction of the Board, is engaged in some form in the distribution of building materials for residential construction ("**Suppliers**");

f. Professionals - one who, to the satisfaction of the Board, is engaged directly or indirectly in providing some form of professional service to the residential construction industry ("**Professionals**");

g. Manufacturers - one who, to the satisfaction of the Board, is engaged in some form in the production or processing of building materials for residential construction ("**Manufacturers**");

h. Financial Service Providers - one who, to the satisfaction of the Board, is engaged directly or indirectly in providing financial services to the residential construction industry ("**Financial Service Providers**");

i. Honourary Members – the Association, at a general meeting shall have the power to elect by THREE-QUARTERS (¾) majority vote by ballot of all those present and eligible to vote at such meeting a prominent person as an honourary member in recognition of exceptional and meritorious service to the residential construction industry ("**Honourary Members**"); and

j. Education Members – one who, to the satisfaction of the Board, is engaged in obtaining their BC Housing License and is not considered a member of the Association. An Education Member will not be considered for membership with the Association until they have obtained their BC Housing License, are in good standing with BC Housing, and have worked in the industry for a minimum of one (1) year ("**Education Member"**).

3.2 Any person desiring to apply for membership shall:

a. Submit to the Secretary of the Association for referral to the Board, an application in the prescribed form, together with the prescribed annual membership fee, a minimum of three references, two of which must be from current Association Members in good standing, confirmation that the applicant has been in business for a minimum of one (1) year within the Okanagan, and a copy of their Business License;

b. Agree to abide by the Constitution, Bylaws, Code of Ethics of the Association and other policies as adopted from time to time by the Association;

c. Agree to abide by any decision of the Association or the Board and hold the Association, its Directors, Officers and Members harmless with respect to any action of discipline, which may be imposed upon them as a Member;

d. Consent to the release of their names, postal and email addresses, telephone and facsimile numbers to the Association, CHBA, CHBA-BC, and website; and

e. Agree to comply with the British Columbia *Homeowner Protection Act* and *Regulations,* as amended from time to time and such other legislation that may be applicable.

3.3 Notice of applications for membership shall be circulated by the Association to the membership by email or mail. Following notice to the Members, all applications shall be referred to the Board for review and approval, and upon approval by the Directors, the applicant shall become a Member of the category designated by the Directors. The Directors may reject any application for membership if they deem such rejection to be in the best interest of the Association.

3.4 If the Directors reject an application, the applicant shall have the right within seven (7) days of receipt of notifications, to appeal the decision. A decision on the application will be made by the Directors at their next meeting, unless adjourned with the consent of the applicant. The applicant may appear either alone or with counsel at the next meeting of the Directors to present the appeal. The decision of the Directors after hearing the appeal shall be final.

3.5 The Board may, without application and by unanimous resolution of the Directors, confer an Honourary Membership on any person in recognition of exceptional and meritorious service to the residential construction industry and waive any local membership dues which would otherwise be payable. Honourary Members shall be conferred normal Member benefits except that they cannot vote at the Association's or CHBA meetings.

3.6 The annual membership fee for each category of membership shall be established at the discretion of the Board. Any increase in membership fees, that is not related to CHBA BC or CHBA fee increases, and in excess of the cumulative annual percentage increase of the Canadian Consumer Price Index from the last membership increase shall be deemed an extraordinary increase and shall be recommended by the board and subject to the approval of the Members at an Annual General Meeting. The purpose of an extraordinary increase is to ensure that the Association's Board approved strategic plan can be completed.

3.7 A person shall cease to be a Member of the Association:

a. By delivering a resignation in writing to the Secretary of the Association or by mailing (including electronic mail) or delivering it to the address of the Association;

b. On death, or in the case of a corporation or partnership, on dissolution, winding-up, bankruptcy or receivership;

c. On having been a Member not in good standing for ONE (1) month; or

d. On being expelled.

3.8 A Member is in good standing unless:

a. It has, in the opinion of the Board, failed to comply with the Constitution, Bylaws or Code of Ethics, and has been provided notice thereof; or

b. It has failed to pay for more than 30 days its current annual membership fee or other subscription or debt due and owing by it to the Association and has failed to make satisfactory payment arrangements with Association for any outstanding amount.

3.9 Complaints about the Association's members are dealt with according to the Canadian Home Builders' Association Code For Disciplinary Action. A Complaints Committee addresses issues around possible improper conduct of members. Complaints about members or industry-related companies, products or services must be made in writing, explain how a member or industry-related company violated the Association's code of ethics, be accompanied with a verified statutory declaration or similar sworn statement. After following the procedure as set out below in paragraphs 3.10 and 3.11, the Directors will form a committee to review both arguments and vote on whether to expel, suspend or otherwise discipline any Member for failing to abide by the Constitution, Bylaws, Code of Ethics, rules or regulations of the Association as amended or created from time to time.

3.10 The Member subject to proposed discipline, suspension, and/or expulsion shall receive at least THIRTY (30) days' notice of the scheduled meeting at which the discipline is to be considered. The notice shall be accompanied by a brief statement of the reason or reasons for the proposed discipline.

3.11 The Member who is the subject of the proposed discipline, suspension, and/or expulsion shall be given an opportunity to be heard at the scheduled meeting before the special resolution of the Directors is put to a vote.

3.12 Any Member who ceases to be a Member of the Association forfeits all rights, claims, privileges or interest arising from membership in the Association, including any rights in the property of the Association or use of the trademarks or emblems of the Association, CHBA or CHBA-BC and will immediately cease and refrain from using the same and all sources of identification issued by the Association to the Member, shall be returned to the Association. The Member concerned shall have no further interest in or proprietary claim to any assets of the Association, including but not limited to, membership fees, assessments, trademarks, images or other intellectual property of any kind.

3.13 Initial Members. The members of the Association are the applicants for incorporation of the Association, and those persons who subsequently become members in accordance with these Bylaws and, in either case, have not ceased to be members.

3.14 Member Rights. The Association shall have the following categories of membership:

a. Voting members ("Voting Members"); and
b. Non-voting members ("Non-Voting Members").

3.15 Categories of Voting Members. Voting Members shall be:

a. Such persons as may apply to the Directors for membership in the Association and on acceptance by the Directors is a member; and

b. Limited to persons having a direct or indirect interest in the residential construction industry and/or such persons as demonstrate to the satisfaction of the Board that such person(s) would be an asset to the Association, and shall fall within one of the following categories (the "Voting Member Categories" and any one of them being the "Voting Member Category") of persons:

    i. Builders;

    ii. Renovators;

    iii. Developers;

    iv. Subcontractors;

    v. Suppliers;

    vi. Professionals;

    vii. Financial Service Providers; and

    viii. Manufacturers.

c. Voting Members in the Association have full rights of membership. For clarity, each business, association, individual or other organization that is a Voting Member shall be considered to be a single member having a single vote as a Voting Member of the Association; and

d. Such persons who are admitted to the Association, remain in good standing with the Association, and pay such membership dues as may be due from time to time.

3.16 Non-Voting Members. Non-Voting Members shall be either:

a. Honourary Members, being any persons the Directors wish to recognize for such persons' exceptional and meritorious service to the residential construction industry; or

b. Social Members, being such persons as demonstrate to the satisfaction of the Board that such persons have been previous members of the Association and who have made meaningful and extended contribution to the Association and who have ceased active business operations related to the residential construction industry; and

c. Non-Voting Members shall not have any voting rights in respect of the Association and shall be entitled to limited privileges only, excluding voting, as the Association prescribes from time to time.

PART 4 – PRIVILEGES AND OBLIGATIONS

4.1 Records of the Board. The Books of Account shall be subject to examination by any Member during usual business hours with reasonable notice and cause, and in accordance with the *Societies Act.*

4.2 Policies. The Directors shall have the power to establish or amend Policies, not inconsistent with these Bylaws, in respect to the following matters.

a. Fees to be paid by the Members;

b. Rules governing operations and procedures of the Canadian Home Builders' Association operated by the Board;

c. Procedures for mediating and arbitrating disputes between Members;

d. Procedures for investigating and dealing with any complaints concerning Professional Standards, including the conduct of hearings, disciplinary measures, and appeals thereof;

e. Establishing penalties for violation of the Bylaws, Policies, and Code of Ethics;

f. Setting the standard for continuing membership in the Board; and

g. Any other matters which deal with the day to day operations of the Board.

4.3 Committees. Every member shall co-operate in all reasonable ways and lend full support and assistance to any Committee if asked by the Chairperson of such Committee or the President.

4.4 Removal of Committee Members. A Committee Member may be removed or disqualified as a Committee Member by a majority vote of the Directors and/or entire Committee for any of the following reasons:

a. The Committee Member has not attended at least half of the Committees meetings scheduled for a given fiscal year of the Association, without explanation reasonably satisfactory to the Board and/or Committee prior to each missed meeting;

b. The Committee Member has engaged in conduct that, in the sole discretion of the Board determined by a majority vote of the Directors is unbecoming a member of the Committee. The Committee Member who is the subject of the proposed removal on account of unbecoming conduct must be given an opportunity to be heard at a meeting of the Board and the Committee before the expulsion is put to a vote and must be given fourteen (14) days' notice of the meeting at which the vote will be held; or

c. Any Committee Member, or their affiliated company, partnership or society, who is expelled from membership in the Association or who ceases to be a Member in good standing is deemed to have resigned as a Committee Member.

4.5 Duty of Members in Enforcing Bylaws. Members shall aid in the enforcement of these Bylaws and Policies and do all in their power to further the aims and objects of the Association.

4.6 Forfeiture of Interest in Board Property. Any Member retiring or forfeiting his or her membership by expulsion or otherwise shall not be entitled to a refund of any membership fee.

4.7 Reinstatement of Members Suspended or Expelled for Non-Payment of Amounts Owing.

a. Any Member having been suspended for the non-payment of any amount owing to the Board shall be automatically reinstated upon receipt by the Board of the full indebtedness, providing payment is received within fifteen (15) days of written notice if suspension for non-payment.

b. Any Member having been expelled for non-payment of amounts owing after expiry of the fifteen (15) day suspension period shall be eligible, upon payment of all arrears plus any applicable penalties or interest, to make application for membership in the Board in the manner prescribed for new members. In accepting such application, the Directors may establish criteria under which re-admission will be granted, including requirements for pre-payment of future monthly fees.

PART 5 – STANDARDS OF PRACTICE

a. Members shall comply with the National Building Code of Canada as a minimum standard for construction and shall work towards its improvement in the interest of structural sufficiency, safety and health;

b. Members shall plan their sites and structures to conform to the principles of good community planning;

c. Members shall deal justly with their employees, sub-contractors and suppliers;

d. Members shall deal fairly and honestly with their customers;

e. Members shall co-operate to extend the effectiveness of the Association by exchanging information and experience and encourage research on materials and techniques in order to provide better building at best value;

f. Members shall uphold the principle of appropriate and adequate compensation for the services which they render;

g. Members shall avoid all conduct or practice likely to discredit or do injury to the construction industry;

h. Disciplinary action can be taken against any member against whom a complaint has been made in writing. No action shall be taken until a member, against whom a complaint is made, shall have had fair opportunity for a hearing; and

i. Each Builder Member shall provide the purchaser of a residential unit constructed by such Member with a written New Home Warranty under the New Home Warranty Program of British Columbia.

PART 6 – DUES

6.1 Amount of Dues. The annual Dues for all categories of Membership shall be as established by the Directors subject to approval at a general meeting of the Voting Members. For clarity, any approval of a budget at a general meeting setting forth the Dues is approval of the Dues as presented in the budget. The amount of Dues payable may differ amongst the Voting Member Categories.

6.2 Components of Dues. The Dues shall include the annual affiliation fees levied on the Association and its members by the Canadian Home Builders' Association of British Columbia (the "Provincial Fees"), the Canadian Home Builders' Association (the "National Fees") and the Canadian Home Builders' Association Central Okanagan ("CHBACO") fees in accordance with the latter's bylaws. The Association shall collect Provincial Fees, National Fees and CHBACO's fees from its Members and shall remit to those associations respectively, from time to time, the total of all such fees collected in accordance with payment and reporting practices in effect from time to time and shall:

a. Provide CHBA BC and CHBA with a list of the names and addresses of representatives of its paid-up members, according to the various classification of membership, as it prevails on June 30th of each and every year.

b. Notify CHBA BC and CHBA in writing of any changes in its membership as they occur throughout the year.

c. Remit CHBA BC and CHBA membership fees for its members every quarter. All accounts for the previous 12 months must be paid in full by June 30th of each and every year.

6.3 Payment of Dues. Dues shall be paid in full and in advance of July 1st of each year or such other period as may be set by the Board from time to time.

6.4 Pro-Rated Dues. Dues shall be pro-rated in certain circumstances as follows:

a. Dues for new members enrolled between July 1st and September 30th of any year shall be the full amount of the annual dues;

b. Dues for new members enrolled between October 1st and December 31st of any year shall be prorated according to the directions of the Executive;
c. Dues for new members enrolled between January 1st and March 31st of any year shall be prorated according to the directions of the Executive;

d. Dues for new members enrolled between April 1st and June 30th of any year shall be prorated according to the directions of the Executive; and

e. Dues for all renewals of membership shall be the full amount of the annual dues.

6.5 Resigning Members. Dues shall not be pro-rated for any member that resigns, and Dues shall remain payable in full for each billing period or part thereof for which the resigning member is a member of the Association.

6.6 Expelled and Suspended Members. Dues shall not be prorated for any member that is expelled or suspended, and Dues shall remain payable in full for each billing period or part thereof for which the expelled or suspended member is a member of the Association.

PART 7 – MEETINGS OF MEMBERS

7.1 General Meeting. General meetings of the Association must be held at the time and place, in accordance with the *Societies Act*, that the Directors decide, or upon the request in writing by a majority of the Board or of TEN (10%) PER CENT of the Voting Members of the Association, provided that meeting must be held within the Central Okanagan.

7.2 Extraordinary General Meeting. Every general meeting other than an annual general meeting is an extraordinary general meeting. The Directors may, when they think fit, convene an extraordinary general meeting.

7.3 Notice of General Meeting.

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

b. 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 proceedings at that meeting; and

c. Any member may at any time waive notice of a general meeting or may, ratify, approve and confirm any or all proceedings taken or had at a general meeting.

7.4 Entitlement to Notice of Meeting.

a. A notice of a general meeting must be given to:

i. Every Voting Member shown on the register of members on the day notice is given;

ii. The auditor, if Part 18 applies;

iii. Notice may be given to the Member, either personally, by email or by mail to him or her at his or her registered address; and

iv. no other person is entitled to receive a notice of a general meeting.

7.5 Notice of a general meeting shall be given to every member shown on the Register of Members at least FOURTEEN (14) days prior to such meeting. Those persons so entitled to notice may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

7.6 A 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 the notice was properly addressed and put in a Canadian post office receptacle.

7.7 Timing of Meeting. The first annual general meeting of the Association must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

PART 8 – PROCEEDINGS AT GENERAL MEETINGS

8.1 Special Business. Special business is:

a. All business at an extraordinary general meeting except the adoption of the rules of order; and

b. All business conducted at an annual general meeting, except the following:

i. The adoption of the 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. The other business that, under these Bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.

8.2 Quorum.

a. Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

b. A quorum for the transaction of any business at any general meeting shall be TWENTY (20%) PER CENT of the Voting Members in good standing or such other number as the Voting Members determine at a general meeting.

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

d. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, or at a time and place at the discretion of the Directors, 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.

8.3 Chair.

a. In the absence of the President and the Vice-President, one of the other Directors present, must preside as chair of a general meeting.

b. If at a general meeting there is no President, Vice-President or other Director present within 15 minutes after the time appointed for holding the meeting, or the President and all the other Directors present are unwilling to act as the chair, the Voting Members present must choose one of their Members to be the chair.

8.4 Adjournment.

a. A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

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

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

8.5 Voting.

a. A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

b. In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a Voting Member, and the proposed resolution does not pass.

c. Voting is by show of hands for the members present.

d. Voting by proxy is permitted. Written authorization for the proxy vote must be presented to the meeting chair prior to the commencement of the meeting. The proxy will only be valid on motions included in the notice of the subject meeting.

e. A Voting Member in good standing present in person, by proxy, or attending by electronic means including by conference call, video conference or similar communication equipment or device so long as all the members, or other persons participating in the meeting can hear and respond to one another is entitled to vote. All such members, or other persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing bylaws, shall be entitled to vote by a voice vote or electronic vote by such means as set by the Directors from time to time and recorded by the secretary of such meeting, and at a meeting of members is entitled to one vote.

8.6 A corporate Voting Member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a Member for all purposes with respect to a meeting of the Association.

PART 9 – DIRECTORS AND OFFICERS

9.1 Directors' Authority. The Directors may exercise all the powers and do all the acts and things that the Association may exercise and do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in a general meeting, but subject, nevertheless, to:

a. All laws affecting the Association;

b. These Bylaws; and

c. Rules, not being inconsistent with these Bylaws, that are made from time to time by the Association in a general meeting.

9.2 Rules. A rule, made by the Association in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.

9.3 Number and Composition of Directors.

a. The number of Directors must be not less than NINE (9) and not more than THIRTEEN (13), from which there shall be elected ONE (1) president, at least ONE (1) vice-president, a treasurer, a secretary and such other officers as the Association may decide. The number of directors may be amended from time to time at a general meeting.

b. There shall not be more than one (1) representative from a company that holds a membership to sit on the Board of Directors.

c. A minimum of SIX (6) of the Directors shall be Members or authorized representatives of Members in the Builder or Renovator categories of membership unless an insufficient number of Members from such categories have been nominated.

d. The President, Vice-President, second Vice-President (if one), Past-President and any of the Secretary and/or Treasurer who may be elected from time to time as an Officer in accordance to these Bylaws, and one or more other persons are the Executives of the Association.

e. The President is entitled to two (2) Presidential Appointee's (as set out in section 9.9) throughout his or her term.

9.4 Eligibility. Any Voting Member shall be eligible for election as Director provided that he or she has been a good standing member for twenty-four (24) months of the Association.

9.5 Balloting. Election of Directors of the Board shall be by email or mail ballot. Each Voting Member shall be entitled to one vote and shall be sent a ballot on which the names of all nominated candidates for that year appear. There shall be a period of fifteen (15) calendar days from the date on which the ballots were distributed until the deadline date by which they must be returned to the Office of the Board. All ballot envelopes received at the Office of the Board by the deadline shall be placed in a sealed container. At a time and place established by the Directors, no later than seven (7) days following the deadline for submission, the Past-President shall scrutinize the counting of the ballots. A notice shall be sent to each Member announcing the results of the election.

9.6 Term of Directors.

a. Directors are elected by the Voting Members or may be by acclamation.

b. Each Director, except for the President and Vice-President, shall hold office commencing upon election, and continuing until the next election, usually being approximately one year. Directors may be elected for further successive terms.

c. The President and Vice-President shall hold the office commencing upon election, for a period of TWO (2) years.

d. The Vice-President will automatically become the President of the Association for a period of two (2) years upon completing his or her term as Vice-President.

9.7 Retirement at Each Annual General Meeting. The Directors must retire at each annual general meeting, but shall be eligible for re-election if otherwise qualified.

9.8 Director at Large. 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.

9.9 President. The President shall preside at all meetings of the Board of Directors. He or she shall have a general care of interests of the Society, and see that every effort is made to achieve the purposes of the Society, and ensure that the Constitution, Bylaws, and Policies are enforced. The President shall have the power to fill vacancies on any Committee. Such appointments to be ratified at the next meeting of the Directors. The President shall also have the power to appoint substitutes to serve for members temporarily unable to act on any Committee for such time as such inability may exist. The President can elect up to two (2) Presidential Appointees where he or she may need to fill a vacant spot on the Board.

9.10 Past-President. Where the individual who was the President immediately prior to the current election agrees to serve as Past-President of the Association and the Directors wish that person, by majority vote, to act as the Past-President of the Association, that person will be the Past-President. Where the person who was the immediate past President does not agree to serve as Past-President of the Association or where the Directors do not wish that person, by majority vote, to act as the Past-President of the Association, the Board may appoint by a majority vote and with the agreement of the person to be appointed as Past-President an individual who has previously been a President of the Association. Where no such person is appointed, the position of Past-President shall remain vacant until after the following annual general meeting.

9.11 Term of Officers. Each Officer shall hold office commencing upon election as Officer and continuing until their term is up, usually two (2) years.

9.12 Removal of Directors and Officers. A Director and/or Officer may be removed or disqualified as a Director or Officer by a majority vote of the Directors before the expiration of such Director's term for any of the following reasons:

The Director and/or Officer has not attended at least half of the Directors' meetings scheduled for a given fiscal year of the Association, without explanation reasonably satisfactory to the Board prior to each missed meeting;

a. The Director and/or Officer has engaged in conduct that, in the sole discretion of the Board determined by a majority vote of the Directors (excepting the subject Director), is unbecoming a member of the Board. The Director and/or Officer who is the subject of the proposed removal on account of unbecoming conduct must be given an opportunity to be heard at a Board meeting before the expulsion is put to a vote;

b. The Director and/or Officer ceasing to be associated with and/or engaged by the corporation, association or firm that the Director represented upon the Director's election to the Board;

c. The Director and/or Officer's failure to perform the duties required by the Board of Directors to be performed by the Director and/or Officer, in the sole discretion of the Board determined by a majority vote of the Directors (excepting the subject Director). The Director who is the subject of the proposed removal on account of failing to perform the Director's duties must be given an opportunity to be heard at a Board meeting before the

expulsion is put to a vote and must be given at least twenty-one (21) days' notice of the Board meeting at which the vote is to be held; or

d. Any Director, or their affiliated company, partnership or society, who is expelled from membership in the Association or who ceases to be a Member in good standing is deemed to have resigned as Director.

9.13 Vacancies of Directors.

a. The Directors may at any time and from time to time appoint a Member that is in good standing with the Association as a Director to fill a vacancy in the Directors, however caused.

b. A Director so appointed holds office only until the conclusion of the next annual general meeting of the Association, but is eligible for re-election at the meeting.

c. An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.

9.14 Remuneration of Directors and Officers. A Director or Officer, excepting only the executive director, must not be remunerated for being or acting as a Director or Officer but a Director or Officer must be reimbursed for all expenses necessarily and reasonably incurred by the Director or Officer while engaged in the affairs of the Association.

9.15 Vacancies of Officers. Where a vacancy in the position of an Officer is occasioned by the death, removal, resignation or disability of an Officer, or any other reason whatsoever, the Directors may appoint, by majority vote of the Directors, any Member in good standing with the Association, to serve as such Officer and to complete the unexpired term of the vacant office.

9.16 Discharge of Directors' Duties. Every Director and Officer of the Association in discharging his or her duties shall:

a. Act honestly and in good faith with a view to the best interests of the Association; and

b. Exercise case, diligence and skill that a reasonably prudent person would exercising in comparable circumstances.

9.17 Indemnification of Directors and Officers. Every Director, Officer or employee of the Association or any other person who has undertaken or is about to undertake any duties or perform any act or deed for or on behalf of the Association, or any company or association or other person or entity associated with or controlled by it, and their heirs, executors, assigns and

administrators, and their estates respectively, (the "Indemnified") shall from time to time be indemnified and saved harmless out of the funds of the Association from and against:

a. Subject to (b) below, all costs, charges and expenses whatsoever which such Indemnified sustains or incurs in or about any action, suit or proceeding which is brought, or which is threatened to be brought, commenced or prosecuted against such Indemnified in respect of any act, deed, matter or thing whatsoever made, done or permitted by such indemnified on behalf of the Association or any company or association or other person or entity associated with or controlled by the Association; and

b. All other costs, charges and expenses that the Indemnified incurs or sustains in or about or in relation to the matters giving rise to the claim for indemnity, except such costs, charges or expenses as are occasioned by the willful misconduct, neglect or default of the Indemnified.

9.18 Conflict of Interest. Each Director and Officer shall be responsible to excuse themselves from any deliberations of the Directors on any matter in which they have, or may appear to have, a conflict of interest.

9.19 Breach of Oath. Any Officer or Director who violates his oath of office shall be expelled from office by 75% vote of the Directors specifically called for that purpose. He or she shall be entitled to such notice as is deemed appropriate by the Directors in the circumstance, and be entitled to appear at such meeting with or without counsel and be allowed to make a full answer and defense.

9.20 Director Decisions. Decisions of the Directors shall be by majority vote except as expressly required by these Bylaws. The President shall vote only in the event of a tie.

PART 10 – PROCEEDING OF DIRECTORS

10.1 Meetings.

a. The Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

b. A quorum of any meeting of the Board shall be FIFTY (50%) PER CENT of the then existing Board of Directors (with any fraction thereof rounded off to the lowest whole number) plus ONE (1) additional Director.

c. The President is the chair of all meetings of the Directors, but if at a meeting the President is not present within 10 minutes after the time appointed for holding the meeting, the Vice-President must act as chair, but if neither is present the Directors present may choose one of their number to be the chair at that meeting.

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

e. For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.

10.2 Committees.

a. The Directors may delegate as they think fit any, but not all, of their powers to committees and may appoint standing committees consisting of the Directors and/or other persons as the Directors think fit.

b. In addition, to the standing committees of the Association, the Board, may appoint such special committees from among the Membership for such purposes as may be deemed necessary and expedient.

c. A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done or at such other time(s) as the Directors may direct.

d. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within TEN (10) minutes after the time appointed for holding the meeting, the committee persons present who are members of the committee must choose one of their number to be the chair of the meeting.

e. All members of any committee(s) must commit to attending a minimum of nine (9) meetings out of the year, as set out in the Policy Manual for the Association.

f. The members of a committee may meet and adjourn as they think proper.

10.3 Director Absences. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Association a waiver of notice, in accordance with the methods of notice contemplated in these Bylaws, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

a. A notice of meeting of Directors is not required to be sent to that Director; and

b. Any and all meetings of the Directors of the Association, notice of which has not been given to that Director, if a quorum of the Director's is present, are valid and effective.

10.4 Voting and Decisions.

a. Questions arising at a meeting of the Directors or a committee must be decided by a majority of votes of those present unless otherwise expressly set forth in these Bylaws.

b. A resolution proposed at a meeting of Directors, outside a meeting of Directors, at meeting of a committee, or outside a meeting of a committee need not be seconded, and the chair of a meeting may move or propose a resolution.

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

d. Questions arising outside a meeting of the Directors or a meeting of a committee, but still requiring a decision, may be decided by a majority of votes of all Directors or committee members, as the case may be, which votes are evidenced by electronically transmitted written indication of the voter's vote, including votes delivered by email, fax, and cable. Once a majority of votes are received in favor of or against a question, the question is deemed to have been carried or failed.

e. In the case of a tie vote, the chair does not have a second or casting vote.

f. A declaration by the President that a resolution has been carried and a subsequent entry to that effect in the minutes of the meeting, or if no meeting was held in the minutes of next meeting after the resolution has been carried, shall constitute *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

10.5 Notice of Meetings.

a. Notice of regular meetings of Directors shall be delivered by mail, email, fax, or other electronic means to each Director not less than SEVEN (7) days before the meeting is to take place.

b. No error or omission in giving notice for a meeting of the Directors shall invalidate or render void any proceedings taken at such meeting and any Director may at any time waive notice of any such meeting and ratify and approve any or all proceedings taken at such meeting.

10.6 Special Meeting. A meeting of the Directors may be held, without notice, immediately following the annual general meeting of the Association.

PART 11 – DUTIES OF OFFICERS

11.1 Duties of President. The President presides at all meetings of the Association and of the Directors. The President must supervise the other Officers in the execution of their duties and shall be *ex-officio* of all standing and special committees.

11.2 Duties of Vice-President. The Vice-President, if any is appointed from time to time, must carry out the duties of the President during the President's absence.

11.3 Duties of Treasurer. The Treasurer shall be the official custodian of all monies of the Association, if any is appointed from time to time, and if there is no Treasurer, the executive director must do or cause to be done the following:

a. Keep accurate financial records, including books of account, necessary to comply with the *Societies Act*; and

b. render financial statements to the Directors, Members and others when required from time to time.

11.4 Duties of Secretary. The Secretary, if any is appointed from time to time and there is no executive director, must do or cause to be done the following:

a. Conduct the correspondence of the Association;

b. Issue notices of meetings of the Association and Directors;

c. Keep accurate record of the minutes of all meetings of the Association and Directors;

d. Have custody of all records and documents of the Association except those required to be kept by the Treasurer;

e. Have custody of the common seal of the Association, if any; and

f. Maintain the register of members.

11.5 Absence of Secretary. If a Secretary has been appointed, in the absence of the Secretary from a meeting, the Directors must appoint another person to act as secretary at the meeting.

11.6 Secretary/Treasurer. The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary/Treasurer.

11.7 Directors representing local apartment council or multi-family committee. Representatives of the Board of Directors where a local apartment council, multi-family committee, or similar representation is established shall be the builder, owner/partner or a senior executive officer of the multi-family enterprise(s) in question. The number of directors representing multi-family enterprises shall not exceed the number of builders engaged in single family construction. The decision of these numbers should be left to a vote of the membership if necessary.

PART 12 – EXECUTIVE DIRECTOR

12.1 Engaging Executive Director(s). The Association may engage an executive director or executive directors as employees or independent contractors of the Association.

12.2 Duties of Executive Director. If an executive director is engaged by the Association, the executive director(s) shall carry out the duties of the Secretary and the Treasurer, if the Officers are not appointed by the Board, and further carry out or supervise all other duties directed by the Board.

12.3 Voting. The executive director is not a Director of the Board and does not have a vote as a Director of the Board.

12.4 Termination. The executive director may be terminated only by a TWO-THIRDS (2/3) majority vote of the Directors.

PART 13 – NOMINATIONS AND ELECTIONS

13.1 Nominating Committee. A nominating committee shall be appointed by the Board during the month of April in each year.

13.2 Director Nominations.

a. Any Voting Member in good standing of the Association may be nominated for the position of Director.

b. Nominations for the position of Director may be made at any time prior to an annual general meeting and/or from the floor during the meeting at which the election is held and may only be made by Voting Members in good standing.

c. Each nominee may campaign for election as each nominee deems available.

d. Elections shall be carried out by secret ballot, if requested, where there is more than ONE (1) nominee for any office or position.

e. The nominee receiving the majority of the votes shall be declared elected.

13.3 Election of Directors. Where there are no more nominations than the minimum number of Directors required, all members nominated shall be declared elected by acclamation.

13.4 Election of Officers.

a. At the first Directors' meeting after the Annual General Meeting the Board shall elect such Officers as it deems appropriate.

b. Where there is only one nomination for a particular office, the person nominated shall be declared appointed by acclamation.

c. Where there are two or more nominations for any office, a vote shall be taken by secret ballot and the nominee receiving the majority of the votes cast shall be declared elected. The form of ballot shall be determined by the majority of the Directors present.

PART 14 – WINDING UP

14.1 Winding Up. Upon the winding up, amalgamation or dissolution of the Association, all assets and accumulated income after satisfaction of debts or liabilities, are to be transferred to a non-profit or charitable organization approved by a three quarters majority of the Board, and such funds shall be used in accordance with the terms of transfer as set out by the Board.

PART 15 – NOTICES

15.1 Method of Notice. Any notice required to be given pursuant to these Bylaws may be given by:

a. Personal delivery - to the last address of the member recorded in the books of the Association;

b. Email;

c. Mail - to the last address of the member recorded in the books of the Association;

d. Fax; or

e. Any electronic means that is capable of generating a written notice.

15.2 Effective Delivery of Notice. Any notice given by personal delivery is deemed to have been given upon delivery. Any notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by email, fax, or any other electronic means is deemed to have been given on the day after the notice is sent. If normal mail service is interrupted by strike, slowdown, force majeure or other cause, a notice sent by the impaired means of communication will not be deemed to be received until actually received, and the party sending the notice shall utilize any other such services which have not been interrupted or shall deliver such notice in order to ensure prompt receipt thereof.

PART 16 – SEAL AND SIGNING OFFICERS

16.1 Adoption of Seal. The Board may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.

16.2 Use of Seal. If the Board provides a common seal for the Association, the common seal must be affixed only when authorized by a resolution of the Board and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of an Officer of the Association.

16.3 Signatures. All notes, drafts, and cheques shall bear the signature of TWO (2) of the following officers: President, Vice-President, Past-President, Treasurer, Secretary or executive director. Any ONE (1) of these officers or executive director may endorse cheques for deposit or verify the Associations bank account.

PART 17 – BORROWING POWER

17.1 Power to Borrow. The Association shall have the right to pledge its credit or borrow money upon a resolution passed by a THREE-QUARTERS (¾) majority of the Voting Members present at a general meeting provided that at least SIXTY (60%) PER CENT of the membership is in attendance at the meeting.

17.2 Debentures. A debenture must not be issued without the authorization of a resolution passed by THREE-QUARTERS (¾) majority if the Votring Members present at a general meeting provided that at least SIXTY (60%) PER CENT of the Membership is in attendance at the meeting.

17.3 Restrictions on Borrowing. The Members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.

17.4 Credit Card. The Association will have up to two (2) Association credit cards for purchases directly related to the Association. One card for the executive director and one for the President.

PART 18 – AUDITOR

18.1 Application of Part 17. This Part applies only if the Association is required or has resolved to have an auditor.

18.2 Appointment of Auditor. The first auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of auditor. At each annual general meeting the Association must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

18.3 Removal of Auditor. An auditor may be removed by ordinary resolution. An auditor must be promptly informed in writing of the auditor's appointment or removal.

18.4 Conflict of Interest. A Director or employee of the Association must not be its auditor.

18.5 Attending General Meetings. The auditor may attend general meetings.

PART 19 – FISCAL YEAR

19.1 The fiscal year of the Association shall be from July 1st to June 30th.

PART 20 – BYLAWS

20.1 Copy to Members. On being admitted to membership, each member is entitled to, and the Association shall give the Member without charge, a copy of the Constitution and Bylaws of the Association.

20.2 Alteration. These Bylaws must not be altered or added to except by special resolution.

PART 21 – NATIONAL AFFILIATION

21.1 This Association shall maintain affiliation with the Housing and Urban Development Association of Canada as a local component and the by-laws in force of the National Association shall apply to it. This provision shall be alterable.