



# **Proposed Revisions to HIRRA Constitution and Bylaws For Membership Review**

The Executive proposed revisions to the HIRRA Constitution and Bylaws to clarify Executive and Management Committee responsibilities and incorporate some of the recommendations of the Governance Review Committee. The proposed revisions were brought to the December 9, 2020 HIRRA meeting for discussion and the Executive made some further changes for clarity after receiving membership feedback.

**MOTIONS to approve the revisions  
will be brought to the  
HIRRA Zoom meeting:  
7:30pm Wednesday, March 10, 2021**

**Contact the Administrator for more information  
or to register for the meeting:**

**Ph: (250) 335-1842 E-mail: office@hirra.ca**



**Hornby Island Residents' and Ratepayers' Association  
(HIRRA)**

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**HIRRA CONSTITUTION**

**HIRRA Constitution**

1. The name of the association is: Hornby Island Residents' and Ratepayers' Association.
2. The purposes of the association are:
  - a) To protect and advance the interests of the residents and ratepayers of the Island as expressed in the Official Community Plan.
  - b) To prevent pollution and abuse of land and natural resources.
  - c) To encourage voluntary community or individual enterprise.
  - d) To cooperate with other community organizations on and off the Island.
  - e) To assist government agencies, at all levels, in the management of Hornby Island affairs by:
    - i) Being cognizant of Government functions, procedures and services at all levels.
    - ii) Entering into contractual arrangements and/or agreements with appropriate agencies for the financial and administrative management of Hornby Island affairs and services.
    - iii) Representing Hornby Island Residents' and Ratepayers' to appropriate government agencies.
  - f) **[DELETE THESE WORDS]** To represent and assist members to obtain, maintain and improve recreational facilities, both public and private, on and off the island.
  - f) **[AND REPLACE WITH THESE WORDS]** To assist in obtaining, maintaining and improving community services and recreational opportunities, both public and private, for the benefit of Hornby Island residents and visitors.
  - g) To represent the membership through public statements, news releases, a website and social media.



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**Hornby Island Residents' and Ratepayers' Association  
Bylaws**  
*(proposed November 2020 and revised after feedback Jan5, 2021)*

**Hornby Island Residents' and Ratepayers' Association  
Bylaws**

1. The operation of the association shall be carried on without purpose of gain for its members and any profits or other accretions to the association shall be used in the promotion of its objects.  
THIS PROVISION WAS FORMERLY UNALTERABLE.
2. In the event of dissolution or of the winding up of the Association, any money or assets of the Association remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organizations concerned with social problems or organizations promoting the same objectives as this society as may be determined by the members of the association at the time of winding up or dissolution. Failing such determination then such money and assets shall be given or transferred to some other organization provided that such organization referred to in this paragraph be a charitable organization or a charitable trust recognized by the department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect. THIS PROVISION WAS FORMERLY UNALTERABLE.

**General**

These bylaws represent those items of a regulatory nature peculiar to the Hornby Island Residents' & Ratepayers' Association. Separate publications may be required to supplement and expand these bylaws and should contain routine and procedural information regarding the day to day operation of the association. Procedural documents may be changed, as required, by the executive. No supplementary publications shall contravene the legality or the intent of the constitution and by-laws.

**1. Membership**

All persons of voting age according to the laws of B.C. assessed for municipal taxes upon land on Hornby Island are eligible for membership. All residents of voting age according to the laws of B.C. not being owners of land nor being named on the tax assessment notices on land owned on Hornby Island are eligible for membership in the association after six months residency on the island.

**2. Membership Rights and Obligations**



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- a) **[NEW CLAUSE]** If a quorum is present at a duly noticed meeting, the affirmative vote of a majority of the voting power represented at the meeting, who are entitled to vote shall be deemed the act of the membership unless the vote of a greater number is required by these bylaws or the Societies Act. **[SUBSEQUENT CLAUSES RE-NUMBERED]**
- b) There shall be a membership roll in the custody of the Secretary stating the names and addresses of the members. Persons eligible for membership shall become members on submission of their names to the Secretary and entry into the membership roll.
- c) Members shall obey the regulations of the association and submit to its rulings or those of the presiding Officer.
- d) A member may vote on any resolution providing he or she has been a member for at least forty-two (42) days before the date of the meeting at which the vote is taken.
- d) Any non-member may attend meetings of the association and may participate to the extent approved by the presiding Chairperson, but eligibility to vote shall be in accordance with existing by-laws.

**3. Meetings, Quorums and Voting Rights**

- a) Whenever possible, a circular seating arrangement for general meetings shall be adopted.
- b) HIRRA's GUIDE TO THE ETIQUETTE OF MEETINGS shall be a referent to guide the spirit of general and Committee meetings and to encourage respectful speaking and listening, as a complement to *Call To Order* for the conduct of procedure.
- c) The President, or in his or her absence, the First Vice-President or, in their absence, a member chosen by the meeting, shall preside over the meeting.
- d) When questions arise as to the proper parliamentary procedures and rules of debate, the chairperson shall apply *Call To Order*. On any issues where *Call To Order* is silent, *Robert's Rules of Order* shall be the reference.
- e) In general, procedures and a flow of business shall be followed which encourage thoughtful consideration and adequate discussion of issues, and which reduce the likelihood of very close votes. Consideration shall be given to the need of all to be heard, and to the need for discussion to build toward consensus, as well as to the need to make decisions. Motions considered by the Chair to have significant importance for the community, and all motions involving the expenditure of tax funds in excess of \$1,000 must be publicized on the posted agenda in advance of the meeting.
- f) On those votes which serve to advise other levels of governance, a count of yeas and nays shall be recorded, along with summary arguments.



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- g) There shall be a minimum of ten (10) meetings per year, at such a time as shall be determined by the membership.
- h) The Annual General Meeting shall be held within four (4) months of the end of the fiscal year.
- i) Special meetings shall be called at the discretion of the President or, in his or her absence, the First Vice President or on written requisition to the Executive by at least ten (10) members in good standing.
- j) Each member shall have, at most, one vote on any resolution. No proxies are admissible at any time.
- k) At all general meetings twenty (20) members, or twenty per cent (20%) of membership, whichever is less, shall constitute a quorum. In the absence of quorum, HIRRA meetings may proceed for informational purposes only.
- l) The Chairperson shall have the tie-breaking vote in the event of a tie but shall exercise this discretion with due consideration for section 3e, above.
- m) Voting for the Executive and Management Committees shall be by secret ballot; so shall the voting on any resolution where, in the opinion of the Chairperson, such procedure is warranted; so also where, by show of hands, the majority of those present and eligible to vote so require a secret ballot.
- n) Notice of all regular meetings shall be broadly advertised at least seven days before the date of the meeting. Special meetings may be called with the unanimous approval of the Executive with advertising not less than fourteen days before the meeting. Emergency meetings may be called with the unanimous approval of the Executive. In such cases, as many islanders as possible will be notified by telephone, e-mail, and other media so as to assure a quorum for decision making.

For the purposes of this clause, an emergency is defined as a serious situation needing prompt action.

#### **4. Executive Committee and Management Committees**

- a) The Executive and Management Committees shall be drawn from the voting membership of the association.
- b) **[NEW CLAUSE]** Nominations for Executive and Management Committee members will be accepted only:
  - i) If received at the HIRRA Office in writing (letter or email) at least 30 calendar days before the AGM or
  - ii) from the floor at the general meeting immediately preceding the AGM.Thereafter, no nominations will be accepted.



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c) Nominees for Committee membership are encouraged to attend the relevant Committee meeting prior to standing for election. Nominations do not require a seconder but must include confirmation that the nominee is willing to serve. **[SUBSEQUENT CLAUSES RE-NUMBERED]**

d) No person shall hold more than one office on the Executive at a given time and no Executive member shall concurrently hold term on a Management Committee.

e) **[DELETE THESE WORDS]** ~~The Executive shall be the President, Vice President, Secretary and Treasurer. The term of office for executive members shall be two (2) years, to be staggered so that half (50%) of the executive members are due for election each year. The President and the Treasurer will be elected in odd-numbered years and the Vice President and the Secretary will be elected in even-numbered years.~~

**[AND REPLACE WITH THESE WORDS]** The Executive shall be the President, First Vice-President, Second Vice-President, Secretary and Treasurer. The term of office for Executive members shall be two (2) years. The President, Second Vice-President and the Treasurer will be elected in odd-numbered years and the First Vice-President and the Secretary will be elected in even-numbered years.

f) **[DELETE THESE WORDS]** ~~There shall be a Management Committee for each of the service functions for which HIRRA has a contract with the Comox Valley Regional District and for other functions as may be decided from time to time. The term of office for Management Committees shall be one year. Each of the Management Committees shall consist of between three (3) and seven (7) members. Any change in the number of committee members shall be recommended by the committee and decided by vote at the general meeting before the Annual General Meeting.~~

**[AND REPLACE WITH THESE WORDS]** There shall be a Management Committee for each of the service functions for which HIRRA has a contract with the Comox Valley Regional District and for other functions as may be decided from time to time. The term of office for Management Committee positions shall be two (2) years. The terms for individual Management Committee members shall be staggered so that not all of the Committee members are due for election each year. Each of the Management Committees shall consist of three (3), five (5) or seven (7) members, as established by the Membership when the Committee is formed. Any change in the number of Committee members shall be recommended by the Management Committee and decided by vote at the regular HIRRA meeting one month prior to the Annual General Meeting.

g) The election of Executive officers and Management Committees shall be the last order of business at the Annual General Meeting. The retiring officers and Committee members shall complete the records of the association and hand them over to their successors.



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- h) In the event of a vacancy occurring in the presidency, the First Vice-president shall assume the office of President, and other vacancies in the Executive shall be filled by Executive appointment pending an election.
- i) Committee members absent from three (3) consecutive meetings may be replaced by Executive appointment on recommendation of their Committee.

**5. [NEW SECTION] Role of Executive Committee**

- a) Subject to the Membership, govern the association by broad policies and objectives including to assign priorities and ensure the organization's capacity to carry out its purposes by continually reviewing its work.
- b) Provide leadership in the Hornby Island Community by speaking out on significant community issues as they arise.
- c) Represent the organization's point of view through interpretation of its purposes and advocacy for those purposes.
- d) Bring decisions to the Membership where the Executive deems that a membership vote is essential and implement the decisions that have been approved by a vote of the Membership.
- e) Account to the Membership for all activities carried out in the Association's name.
- f) Subject to the approval by motion carried at a general meeting, the Executive Committee may select, appoint and review the performance of a senior administrative officer and may delegate signing authority and other responsibilities to that officer. That officer may, when approved budgets allow, select, appoint and review the performance of subordinate employees.
- g) Review decisions, including budgetary decisions, by Management Committees to make certain that they are reasonably consistent across the organization and that they are consistent with the organization's contractual obligations and governmental regulations.
- h) Negotiate and sign off on agreements between the Association and Government agencies at every level, collective bargaining agreements and agreements with companies and individuals providing products and services to the Association.
- i) Be the public face of the Association, enhance and promote the Association's public image.
- j) Oversee all HIRRA websites and participation in social media and ensure they are kept current and updated as needed.

**6. [NEW SECTION] Role of Management Committees**

- a) Each Management Committee shall be responsible for ensuring that the services for which it is responsible are carried out as efficiently and effectively as possible.
- b) Subject to the approval by motion carried at a general meeting, the Management Committee may select, appoint and review the performance of an employee and may delegate some management responsibilities to that employee. That employee may, when approved budgets allow, select, appoint and review the performance of subordinate employees.
- c) Subject to 5 g) above, Management Committees will recommend the wage rates of employees to whom it has delegated responsibility.



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- d) With the support of HIRRA staff, the Management Committee and their Manager, where applicable, shall prepare budgets and manage operations as much as possible such that expenditures do not exceed budgeted amounts.
- e) Scheduling, conducting and reporting of Management Committee meetings will be in accordance with policies approved by the Membership.

## 7. Duties of Executive Members

- a) **[DELETE THESE WORDS]** ~~President: To preside at all general and executive meetings, to attend if he or she wishes, all Committee meetings as an ex-officio member, and to sign all necessary correspondence, announcements and cheques.~~
- b) ~~Vice-President: To assist the President and to perform the duties of president during his/her absence.~~
- a) **[AND REPLACE WITH THESE WORDS]** In addition to position duties described below, all Executive members have a shared responsibility to carry out all Executive roles. Executive members may take particular though not exclusive responsibility for specific Executive roles as agreed by the Executive as a whole. Some of these responsibilities may be delegated to administrative staff, however the Executive will maintain oversight and overall accountability.
- b) **President:** To preside at all general and executive meetings, to attend if he or she wishes, all Committee meetings as an ex-officio member, and to sign all necessary correspondence, announcements and cheques and be the principal spokesperson for the organization.
- c) **First Vice-President:** To assist the President and to perform the duties of President during his/her absence and take special responsibility for specific Executive roles as agreed by the Executive as a whole.
- d) **Second Vice-President:** To take special responsibility for specific Executive roles as agreed by the Executive as a whole. **[END NEW WORDS]**
- e) **Secretary:** **[CHANGE "assure" TO "ensure" throughout]** To ~~ensure assure~~ that minutes of all meetings are recorded; to assure that all papers, documents and correspondence are read as required by the association. To ~~ensure assure~~ the notification of all sub-committees of their appointment and of the business referred to them and the posting of notices of all meetings. To ~~ensure assure~~ the proper handling and filing of all correspondence, all records not specifically assigned to the keeping of others, including minutes books, registry of members, copy of the Constitution and Bylaws of the association, files, correspondence, and reports. **[ADD THESE WORDS]** To ensure all HIRRA websites and social media postings are kept current. **[END NEW WORDS]**



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- f) **Treasurer:** To sign with the President or other signing authority, when required, all orders for expenses. To **ensure assure** all funds are received and held safe and that money from the association's funds is paid out for all authorized expenses. **To ensure assure** that a record is kept of all money received and expended; to **ensure assure** that a record is kept of all receipts and vouchers. To make regular reports to the association of its financial condition and to **ensure assure** that a year-end review engagement is undertaken by an auditor appointed by the membership at the annual general meeting.
- g) **Committee Members:** Duties are in accordance with the function performed and are detailed in separate documents as appropriate. In general, each Committee oversees the operational aspects of its function.

## 8. Borrowing Powers

Borrowing on behalf of the association shall be exercised by the executive only after the approval by a majority vote of the members attending a general meeting.

## 9. Altering of the Constitution and Bylaws

Requirements are:

- a) A seventy-five (75) percent majority of members in good standing at a meeting or portion of a meeting advertised for the specific purpose of altering the constitution and/or by-law.
- b) Notice of the meeting must be posted at a minimum of two designated public places on Hornby Island.
- c) Notice of the meeting must be given a minimum of forty-two (42) days prior to the meeting.
- d) Notice of the meeting must contain an actual wording of the altering resolution being submitted to the meeting.

## 8. Interpretation of Constitution and Bylaws

Where there is considered by the chairperson to be an ambiguity or omission in the constitution or by-laws, a unanimous ruling by the executive shall determine the issue. Such determination shall be considered precedent until such time as the constitution and/or by-laws are altered, as laid out in **paragraph** Section seven, to deal with the issue.

## 9. Inspection of Books and Records

The books and records of the association shall be open to inspection by members at any reasonable time at the place where such books and records are normally kept.



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**10. Discontinuance of Membership**

A member ceases to be a member if he or she:

- a) Ceases to be a resident or ratepayer, or
- b) Has been expelled from the association by proper process of *Roberts Rules of Order* in a meeting duly advertised for that purpose, and in accordance with the British Columbia Society Act.

**11. Establishment of Policies, Grievance Procedure, and Conflict Resolution**

- a) Those directives, of a sufficiently important nature as to be deemed compulsory, shall be established by the Executive as Policy, subject to approval by motion carried at a general meeting; or shall be established by motion carried from the floor, and subject to Executive approval (three of four, one of which must be the President). Policies approved by both the Executive and the general body shall then be signed by the President (or in his or her absence, the Vice-President) and one other Executive member, witnessed by the Administrator, and stamped with HIRRA's seal. The date of the general meeting in which the policy was approved shall be marked on the document that is signed, dated, and witnessed. Notice of enactment of policies shall be made available to the public within thirty (30) days of signing into effect, with original documents and paper copies kept on file. In addition, the Executive shall from time to time make known to the general body, and to the Committees, policies and other guidelines for the conduct of meetings and of business and other information as needed.
- b) The Executive shall establish grievance procedures for HIRRA employees, contractors and volunteers, establish procedures for the resolution of conflicts with and within HIRRA, and shall encourage general peace and good relations within the community.