


T.K. SPARKS

BYLAWS OF RIVERSIDE RV PARK SOCIETY

as of March 22, 2025

TABLE OF CONTENTS

Part 1 – INTERPRETATION.....	2
Part 2 – MEMBERSHIP.....	5
Part 3 – MEETINGS OF MEMBERS.....	7
Part 4 – PROCEEDINGS AT GENERAL MEETINGS.....	9
Part 5 – VOTING.....	12
Part 6 – DIRECTORS.....	13
Part 7 – PROCEEDINGS OF DIRECTORS.....	17
Part 8 – OFFICERS.....	18
Part 9 – FINANCIAL MATTERS.....	19
Part 10 – FINES AND PENALTIES.....	26
Part 11 – AUDITOR.....	27
Part 12 – INDEMNIFICATION AND INSURANCE.....	27
Part 13 – R. V. SITES.....	28
Part 14 – RULES AND REGULATIONS	28
Part 15 – GENERAL PROVISIONS	29
Part 16 – GOVERNANCE DOCUMENTS PRESERVATION AND AMENDMENT.....	31

PART 1 – INTERPRETATION

1.1 In these bylaws, unless the context otherwise requires:

- (a) **“Board”** means the Board of Directors of the Society;
- (b) **“Capital Reserve Fund”** means a pool of funds for common expenses authorized by the members by special resolution to be collected and set aside as part of the Contingency Reserve Fund for future capital expenses or capital repairs with respect to the Resort and its Common Amenities
- (c) **“Common Amenities”** includes the pool, fitness centre, Lodge, parking and other real or personal property administered by the Society for the benefit of Registered Owners whether owned by the Registered Owners as tenants in common or held by the Society in trust for the Registered Owners;
- (d) **“Common Expenses”** means expenses:
 - a. Relating to the Common Amenities of the Resort, or
 - b. Required to meet any other purpose or obligation of the Society.
- (e) **“Contingency Reserve Fund”** means a fund for common expenses, as set out in Article 9.1[b] of these By-Laws
- (f) **“Infrastructure Report”** means an analysis of Funds required to fund the repair and replacement of the infrastructure of the Resort and shall be in the form provided for under the Rules of the Society;
- (g) **“Directors”** means the directors of the Society for the time being;
- (h) **“Dues”** means includes a fee, due, assessment or other similar sum payable by a Member to the Society;
- (i) **“Fiscal Year”** means a reporting period of 12 consecutive months selected by the Society from time to time for accounting and budgeting purposes.
- (j) **“Fractional Interest”** means a 1/134th fractional interest in Lot 2, District Lot 294, Similkameen Division Yale District, Plan KAP76502 recorded in the Land Title Office (Kamloops);
- (k) **“Guest Occupant”** means a guest of a Registered Owner at a time when the Registered Owner will not be present on the Registered Owner’s R.V. Site;
- (l) **“Immediate Family”** means family members ordinarily resident in the household of a Registered Owner;
- (m) **“Lodge”** means the clubhouse situated on the Lodge Lands and Premises;

- (n) **“Lodge Lands and Premises”** means the land legally described as Lot 1, District Lot 294, Similkameen Division Yale District, Plan KAP76502 and includes any improvements thereon such as the Lodge and Common Amenities;
- (o) **“Maintenance Fees”** means the monthly fees and any special levies or charges payable by the Registered Owners in respect of the management, maintenance, and improvement of the Resort and operation of the Society;
- (p) **“Manager”** means any person or agency appointed by the Board of Directors to manage the Resort;
- (q) **“Member”** means:
 - (a) an applicant for incorporation of a society who has not ceased to be a member;
 - (b) every other person who becomes and remains a member in accordance with the bylaws
 - (c) in the case of one Registered Owner on title to a Fractional Interest, that Registered Owner;
 - (d) in the case of more than one Registered Owner on title to a Fractional Interest, the first named Registered Owner on title unless all Registered Owners on title to that Fractional Interest designate another of their number as their representative and file that written designation with the Secretary;
- (r) **“Park Facilities”** means the Lodge Lands and Premises and the Primary Resort Property, but excludes R. V. Sites;
- (s) **“Prescribed Time”** in the first instance shall mean no later than the 31st day of August 2017 and thereafter shall mean no later than the 5th Anniversary of the presentation to the Members of the last Infrastructure Report.
- (t) **“Primary Resort Property”** means the land legally described as Lot 2, District Lot 294, Similkameen Division Yale District, Plan KAP76502;
- (u) **“Qualified Personnel”** shall mean those persons appointed by the Board from time to time to contribute to the compilation of the Infrastructure Report and conduct an analysis of funds required to meet the contingencies set out in the Infrastructure Report.
- (v) **“Recreation Area”** means specific event areas at the Resort as may be designated by the Board from time to time, including but not limited to the areas known as the River Walk, Orchard, the picnic area behind the Lodge, and the community fire pit;
- (w) **“Recreational Vehicle”** or **“R. V.”** means a vehicle equipped with living space and amenities found in a home, including:
 - (a) a Motor Home as defined in the *Motor Vehicle Act* of British Columbia from time to time in force and all amendments to it;

- (b) a Trailer as defined in the *Motor Vehicle Act* of British Columbia from time to time in force and all amendments to it so long as the Trailer was designed for recreational purposes, including accommodation; and
 - (c) a Park Model that meets the definition of a Park Model under CAN/CSA Z241 and subsequent amendments thereto;
- so long as the Recreational Vehicle is approved by the Canadian Standards Association (CSA);
- (d) **“Recreational Vehicle” or “R. V.”** does not include a truck camper which is not on its truck.
 - (x) **“Registered Owner”** means a person who is a registered in the Land Title Office as an owner of a Fractional Interest;
 - (y) **“Resident Member”** means a Member who maintains his or her principal residence at Lot 2, District Lot 294, Similkameen Division Yale District, Plan KAP76502 in excess of 180 days annually and whose Registered Address is 4354 Highway 3, Keremeos, British Columbia, V0X 1N1.
 - (z) **“Resort”** means the Riverside R.V. Park and includes the Primary Resort Property, the Lodge Lands and Premises, and the Common Amenities;
 - (aa) **“R. V. Site”** means the Recreational Vehicle parking site assigned to a Registered Owner by the Board by way of a Certificate of Possession;
 - (bb) **“Society”** means the Riverside RV Park Society;
 - (cc) **“Society Act”** means the *Society Act* of British Columbia from time to time in force and all amendments to it;
 - (dd) **“Special Resolution”** means
 - (a) a resolution passed in a general meeting by a majority of not less than 2/3 of the votes of those Members who, being entitled to do so, vote in person or by proxy;
 - (b) a resolution consented to in writing by all of the voting members;
 - (c) if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by at least 2/3 of the votes cast, in accordance with the bylaws, on the resolution;
 - (ee) **“Strata Property Act”** means the *Strata Property Act* of British Columbia from time to time in force and all amendments to it;
 - (ff) **“Registered Address”** of a member means the Member’s address as recorded in the register of Members and may include an e-mail address if furnished by the Member.
 - (hh) **Vote Tabulator** – A Member appointed by the Board for ballot handling, vote tallying, and the declaration of results. A Tabulator cannot be a family member of a Member seeking election

- 1.2** The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
- 1.3** Words importing the singular include the plural and vice versa, and words importing gender include a male person, a female person and a corporation.

PART 2 – MEMBERSHIP

- 2.1** The Members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become Members, in accordance with these bylaws and, in either case, have not ceased to be Members.
- 2.2** Subject to these bylaws, each Fractional Interest in Lot 2, District Lot 294, Similkameen Division Yale District, Plan KAP76502 registered in the Land Title Office (Kamloops) carries the right of one membership in the Society.
- 2.3** Where there is more than one Registered Owner of a Fractional Interest, the first person registered on title carries the membership in respect of that Fractional Interest *unless* all Registered Owners on title to the Fractional Interest:
- (a) designate another of their number in writing to hold the membership associated with their Fractional Interest; and
 - (b) provide that written designation to the Society's Secretary.
- 2.4** Subject to Bylaw 2.3, a person shall be recorded in books of the Society as a Member on receipt by the Society from that person of:
- (a) a written request by that person referencing his or her status as a Registered Owner of a specified Fractional Interest;
 - (b) a current Land Title Office search recording the applicant as a Registered Owner in respect of that Fractional Interest; and
 - (c) on payment of all amounts owing to the Society by the Registered Owner(s) or by their predecessors in title in respect of that Fractional Interest.
- 2.5** Every Member must uphold the Society's constitution and comply with these bylaws.
- (a) Concerns / complaints regarding the Resort are to be directed to the Property Management company only, via email.
 - (b) All complaints shall reference the Bylaw or Rule & Regulation that the concern/complaint is related to, or it will be disregarded.
 - (c) The Board and or its agent is the only authorized contact for all internal and external communications, transactions or collaborations dealing with any and all of the Society's interests.
- 2.6** A person ceases to be a Member of the Society:
- (a) by delivering his or her resignation in writing to the Society;

- (b) Upon the death of a member or, in the case of a corporation, on dissolution; the membership will pass to the legitimately acknowledged beneficiary of the deceased Member/Owner on presentation of legal documentation showing the change in title.

If the deceased Member/Owner was not in good standing, membership will pass to the legitimately acknowledged beneficiary once the account is in good standing and on presentation of legal documentation showing the change.

The Board, on behalf of the society, can request maintenance fees from the estate of the deceased or from the law firm handling the deceased's estate until the transfer of membership is legally finalized;

- (c) on being expelled;
- (d) on having been a Member not in good standing for 12 consecutive months; or
- (e) on having sold the Fractional Interest which gave rise to eligibility for membership pursuant to article 2.3 of these bylaws.

2.7 A Member may be expelled by a special resolution of the members passed at a general meeting so long as:

- (a) the notice of special resolution for expulsion is accompanied by a brief statement of the reasons for the proposed expulsion; and
- (b) the Member who is the subject of the proposed resolution for expulsion is given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

2.8 All Members, defined as such in the By-Laws, are in good standing except a Member who:

- (a) Has failed to pay any dues, fines, or any other debt due and owing to the Society and for so long as any portion of the same remains unpaid, and/or
- (b) Has been found in contravention of the Rules and Regulations, has received written notice, and fails to remedy the contravention within 90 days of such notice.

2.9 The Directors must determine the amount of the first membership Dues and after that the Dues and any other assessments, must be determined at the annual general meeting of the Society.

2.10 Where a Member is not in good standing for a period of 60 days or more, the Board may, on notice to that Member, suspend or terminate privileges extended to that Member (and the Member's co-Registered Owners, if any) in respect of any or all Common Amenities.

2.11 A Member who had a privilege in respect of the Common Amenities terminated pursuant to Bylaw 2.10, may apply to the Board to have that privilege reinstated on becoming a Member in good standing except where the privilege is finite in nature and was redistributed by the Society to another Member or Registered Owner pursuant to the Society's rules or regulations.

PART 3 – MEETINGS OF MEMBERS

- 3.1** General meetings of the Society must be held at the time and place, in accordance with the *Society Act*, that the Directors decide.
- 3.2** Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3** The Directors may, when they think fit, convene an extraordinary general meeting.
- 3.4** **Notice** – In addition to the general notice provisions in Part 15 of these bylaws, notice of a meeting of Members shall be sent to every Member shown on the register of Members on the date the notice is given and to the auditor, should one be appointed.
- 3.5** The notice of a meeting of Members must be given at least 14 days in advance and specify:
- (a) the place, day and hour of the meeting;
 - (b) in case of special business, the general nature of that business in sufficient detail to allow each member the opportunity to formulate an informed view and instruct a proxy, if any; and
 - (c) instructions for depositing a proxy and the form of proxy should the Member be unable to attend the meeting.
- 3.6** 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.
- 3.7** The first annual general meeting of the Society 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.
- 3.8** **Authorized Representatives and Proxies** – In the case of a Member that is a corporation, the corporation shall identify its authorized representative in writing to the Secretary for the purposes of participating in meetings of Members of the Society. At its election, a corporate Member may:
- (a) furnish the Secretary with a standing designation in writing as to the corporation's authorized representative in respect of its Membership; or
 - (b) on receipt of notice of a meeting of Members, furnish the Secretary with the name of its authorized representative pursuant to the proxy rules set out in these bylaws.
- 3.9** A corporate 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 shall be considered to be as a Member for all purposes with respect to a meeting of the Society.

3.10 Voting and otherwise participating in a meeting of Members by proxy is permitted where a Member gives written notice of his or her proxy in the prescribed form to the Secretary in accordance with these bylaws, except:

- a) the proxy must be a Member or Registered Owner;
- b) no one shall carry more than eight proxies;
- c) a proxy may not carry another proxy; and
- d) a proxy is valid for only one meeting and any adjournment thereto.
- e) The member shall instruct the Proxy as to how to cast his or her vote in support of any resolution presented at the Meeting.

3.11 To be represented at a meeting of Members by proxy, the Member wishing to be so represented must ensure his or her proxy form is received by the Secretary no later than 48 hours (excluding Saturdays, Sundays, and holidays) prior to the time of the meeting (or any adjournment thereof).

3.12 A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding:

- (a) the previous death or incapacity of the Member; or
- (b) revocation of the proxy or of the authority under which the proxy was executed;

provided no intimation in writing of the death, incapability, or revocation has been received at the registered office of the Society or by the Chair of the meeting before the vote was given.

3.13 Form of Proxy. A proxy must be either in the following form or in any other form approved by the directors or the chair of the meeting:

To: Riverside RV Society

The undersigned, being a Member of the above-named Society, hereby appoints

_____ or, failing that person, _____, as proxy holder for the undersigned to attend, act and vote for and on behalf of the undersigned at the meeting of members to be held on the __day of _____, _____, and at any adjournment of that meeting. Signed this ____day of __, ____.

Member's Name

Signature of Member / Authorized Signatory (in the case of a corporate Member)

- 3.14 Revocation of Proxy.** A Member may revoke his or her proxy by delivering notice of the revocation in writing to the registered office of the Society at any time up to and including the last business day before the day set for the holding of the meeting at which the proxy is to be used.
- 3.15 Ballot Voting by Mail.** The Board shall in conjunction with an Annual General Meeting or may in conjunction with or in lieu of an Extraordinary General Meeting of the Society elect to circulate among the members a Ballot canvassing the Vote of the Member with respect to those items set out on the Ballot as follows:
- a. The Ballot and two preaddressed envelopes with instructions on how to return ballots shall be mailed by first class mail or delivered by the Society to every Member not less than 14 calendar days prior to the deadline for voting. In order to preserve confidentiality, a Member voting in this fashion may not be identified by name, address, or lot number on the Ballot.
 - b. The Ballot itself is not signed by the Member, but is inserted into an envelope that is sealed. This envelope is inserted into a second envelope that is sealed. In the upper left hand corner of the second envelope, the Member shall sign the Member's name, indicate the Member's name, and indicate the Member's address and Lot number to which the Member's fractional interest relates.
 - c. The second envelope is addressed to the Secretary of the Society who will be tallying the votes. The second envelope may be mailed to the Society at its address or, at the option of the Member, delivered to the Society's office situate at the Resort but must be received by the Society no later than the default date set out on the Ballot.
 - d. Each Ballot received by the Secretary of the Society shall be treated as a Member present at a General Meeting of the Society for the purposes of satisfying the provisions of By-Law 4.5.
 - e. If the Ballot solicits a vote on proposed amendments to the By-Laws of the Society, the text of the proposed amendments shall be delivered to the Member with the Ballot.
 - f. The form of the Ballot shall be determined by the Board.
 - g. A signed Ballot shall not invalidate the Ballot.
 - h. Notwithstanding the foregoing procedure, the Member shall have the option to scan and return the completed Ballot so long as the Member has signed, scanned and returned the form accompanying the Ballot, with the Ballot and has provided to the Society his/her Membership number

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

- 4.1** The order of business at annual and special general meetings is as follows:
- (a) certify proxies and corporate representatives;
 - (b) determine that there is a quorum;

- (c) elect a person to chair the meeting if necessary;
- (d) present to the meeting proof of notice of meeting or waiver of notice;
- (e) approve the agenda;
- (f) approve minutes from the last annual or special general meeting;
- (g) deal with unfinished business;
- (h) deal with new business at an annual general meeting or special business at a special general meeting;
- (i) receive reports of the Board's activities and that of any committees if the meeting is an annual general meeting;
- (j) ratify any new rules made by the Board;
- (k) approve the budget for the coming year if the meeting is an annual general meeting;
- (l) elect Directors if the meeting is an annual general meeting; and
- (m) terminate the meeting.

4.2 Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business conducted at an annual general meeting, except the following:
 - (a) the adoption of rules of order;
 - (b) the consideration of the financial statements;
 - (c) the report of the Directors;
 - (d) the report of the auditor, if any;
 - (e) the election of Directors;
 - (f) the appointment of the auditor, if required;
 - (g) 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.

4.3 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.

4.4 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.

4.5 Quorum. A quorum is:

- (a) ten percent of Members present or represented by proxy; and

- (b) within the quorum, there must be not less than ten percent of Resident Members present or represented by proxy;
or such greater number that the Members may determine at a general meeting.
- 4.6** If within thirty (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, 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.
- 4.7** Subject to article 4.8 of these bylaws, the President, the Vice President or, in the absence of both, one of the other Directors present must preside as chair of a general meeting.
- 4.8** If at a general meeting:
 - (a) there is no President, Vice President or other Director present within 15 minutes after the time appointed for holding the meeting; or
 - (b) the President and all the other Directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
- 4.9** 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.
- 4.10** 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.
- 4.11** Except as provided in these bylaws, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 4.12** A resolution proposed at a meeting need not be seconded and the chair of a meeting may move or propose a resolution.
- 4.13** **Participation by those other than Members** - Registered Owners may attend annual and extraordinary general meetings of Members, whether or not they are eligible to vote.
- 4.14** Registered Owners who are not eligible to vote may participate in the discussion at the meeting if permitted to do so by the chair of the meeting.
- 4.15** Registered Owners who are not eligible to vote must leave the meeting if requested to do so by a resolution passed by a majority of Members at the meeting.
- 4.16** A Registered Owner whose behavior in a General Meeting, in the opinion of the Chair of the General Meeting is abusive, threatening or inordinately disruptive to the decorum or good order of the General Meeting, may be directed by the Chair of the Meeting to leave the venue accommodating the General Meeting and such Registered Owner shall immediately vacate the venue.

PART 5 – VOTING

- 5.1** A Member in good standing present at a meeting of Members is entitled to one vote. Subject to these bylaws, voting by proxy is permitted.
- 5.2**
- (a) Unless the Society Act or these bylaws otherwise provide, a majority of votes cast by members present (or represented by proxy) at the time of the vote in the meeting, may approve of any matter.
 - (b) Abstentions are counted and noted, but not as a 'yes' or 'no' vote. An abstention does not affect the voting result.
- 5.3** Voting may be conducted by ballot circulated in advance of a meeting of Members. Ballots may be sent to Members by regular mail or by electronic mail. The last date for return of the ballots shall be indicated on the ballot and shall be not less than 21 days following the date they are sent to the Members by regular mail, or not less than 14 days following the date they are sent by electronic mail.
- 5.4** Voting at a meeting is by show of hands, or, if demanded by a member, by ballot taken in the manner directed by the Chair of the meeting. The demand for a ballot does not prevent the continuation of the meeting for the transaction of any business other than the question on which a poll has been demanded.
- 5.5** Whenever a vote by show of hands is taken on a question, a declaration by the Chair of the meeting that the vote on the question has been carried or not carried shall be *prima facie* evidence of the fact without proof of the number or proportion of votes recorded in favour or against any resolution in respect of the question, and the result of the vote so taken is the decision of the Members.
- 5.6** 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 Member and the proposed resolution does not pass.
- 5.7** **Production of Evidence of Authority to Vote** – The chair of any meeting of Members may, but need not, inquire into the authority of any person to vote at the meeting and may, but need not, demand from that person production of evidence as to that person's eligibility to vote.
- 5.8** Vote Tabulators shall be appointed by the Board for any meeting of the membership that requires a vote. The purpose is for ballot counting to ensure voting integrity. A Tabulator cannot be a family member of a Member seeking election. Vote Tabulators must comply with all relevant election laws and directives from the Board. The Secretary, a Director or a Member appointed by the Board shall oversee Vote Tabulator conduct, ensure adherence to regulations, and address disputes or procedural issues during the election process. The Board is authorized to remove any Vote Tabulator acting disruptively or contrary to this bylaw.

PART 6 – DIRECTORS

6.1 A Registered Owner of a Fractional Interest who is a Member in good standing (including the authorized representative of a corporate Member) for which no dues are owing to the Society are eligible to serve as Directors of the Society. Notwithstanding the foregoing, no more than 1 Member of a Fractional Interest is eligible to serve as a Director at any one time. Eligibility is contingent upon maintaining good standing as a Member and fulfilling all financial obligations to the Society.

6.2 The number of Directors must be 9, or not less than 7, or a number as determined from time to time by the Members at a general meeting of the Society. Of the Directors at any given time, where:

- (a) less than fifty percent of Members are Resident Members, at least two Directors must be elected, acclaimed or appointed from among the Resident Members;
- (b) more than fifty percent of Members are Resident Members, at least 40 percent of the Directors must be elected, acclaimed or appointed unless there is an insufficient number of Resident Members willing to serve as Directors;

unless there is an insufficient number of Resident Members willing to serve as Directors.

6.3 Terms of Office – The terms of office for the Directors shall be staggered so to promote stability and continuity on the Board between Annual General Meetings. For example, in the case of nine directors, those directors shall have a term of office of one or two years, in descending order of votes cast in their favour, respectively, as follows:

Two Year Term of Office	One Year Term of Office
Director 1	Director 6
Director 2	Director 7
Director 3	Director 8
Director 4	Director 9
Director 5	

6.4 A vote by ballot will be held by the Members to determine the term of office for each Director using the formula set out in Bylaw 6.3, above. In the event there are fewer than nine Directors elected.

- (a) The Directors shall have terms of office of one or two years determined in order of votes cast so that no more than 4/9 of the Directors elected at an Annual General Meeting have a one (1) year term of office.
- (b) The directors so elected may appoint an additional Director or Directors from among the Registered Owners so that there are nine Directors holding office.

6.5 A Director appointed to fill a vacancy on the Board shall serve until the next Annual General Meeting at which time an election shall be held to fill the vacancy for the balance of the original Director's term as determined under Bylaw 6.3.

- 6.6** Subsequent elections for Directors shall be held on a staggered cycle so that at no time will all positions on the Board fall vacant at the same time.
- 6.7** The Directors must retire from office at the annual general meeting when their successors are elected. If a successor is not elected, the person previously elected or appointed continues to hold office.
- 6.8** An election must be by majority vote.
- 6.9** **General Obligations** - A Director or officer shall:
- (a) provided their individual consent in writing to be a director of the society, or the designation, election or appointment is made at a meeting that the individual attends and the individual does not refuse, at the meeting to be a director.
 - (b) exercise the care, diligence, and skill of a reasonably prudent person; and
 - (c) immediately disclose in writing to the Board the existence of any direct, indirect, or perceived conflict of interest pursuant to the conflict of interest guidelines, developed by the Board and as amended from time to time;
- in exercising the powers and performing the functions of a Director.
- 6.10** The Directors may exercise all the powers and do all the acts and things that the Society 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 Society in a general meeting, but subject, nevertheless, to:
- (a) all laws affecting the Society;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the Society in a general meeting.
 - (d) **Conflict of Interest Rule:**
- The Board of Directors of the Riverside R.V. Park Resort Society shall conduct itself, and each director shall conduct him/herself, in such a way to ensure there exists no actual conflict of interest unless it is specifically addressed, and to minimize any perception that there exists a conflict of interest.

Without limiting the generality of the foregoing, it is the policy of the Society that:

- i) A conflict of interest is defined as any situation where a director's personal interests, or those of a family member, close friend, business associate, corporation or partnership, society, or other group in which a member holds a significant interest, or a person to whom the member owes an obligation could influence the member's decisions and impair the member's ability to fulfill the Society's objectives, or represent the Society fairly, impartially and without bias.
- ii) For the purposes of this policy, "family member" includes the director's parents, spouse, children, brothers, sisters and their children, and the spouses of all of these individuals.
- iii) The Chair and members of the Board and its committees, either appointed or elected, shall avoid conflicts of interest.

- iv) A conflict of interest may occur where a reasonably well informed person has a perception that the Chair or director participates in decisions on behalf of the Board that promote that individual's personal interests or those of a related person or organization described in paragraph 1.
- v) The Board depends on the integrity of directors to assess their own conflicts of interest, if any.
- vi) A director must immediately disclose a conflict of interest in writing to the Board unless s/he has already disclosed the conflict in an Annual Disclosure Statement (or a Supplementary Disclosure Statement), when the conflict first becomes known to the director.
- vii) If the director does not become aware of the conflict until after the transaction is concluded, disclosure must be made immediately thereafter.
- viii) Should a director have any concerns whether a conflict of interest exists, the director must immediately disclose the potential conflict of interest in writing to the Board.
- ix) A director must take steps to resolve any conflict or to demonstrate that no conflict exists to the satisfaction of the Board.
- x) If, in the opinion of the majority of the Board, a conflict exists but will not as a practical matter have any significant impact on the Board or the decision-making process of the conflicted director, the Board may, by resolution, permit the disclosed conflict to continue.
- xi) A conflict may have a significant impact on the Board or the decision-making of a director where the director (or a related person or organization described in paragraph one) has a material financial interest touching on the subject matter before the Board or a personal relationship with a person who has a material financial interest in that subject matter.
- xii) If, in the opinion of the majority of the Board, a conflict exists and may have a significant impact on the decision-making process of the conflicted director or the Board, that director shall:
 - (i) absent him/herself from the Board's consideration of the matter for which the conflict exists;
 - (ii) decline to participate in discussions with members of the Board about that matter; and
 - (iii) not vote in respect of the matter in which he/she is in conflict of interest; unless the Board cannot establish a quorum if the director so absents him/herself.
- xii) Unless a director is authorized by resolution of the Board the director shall not:
 - (i) represent or act on behalf of the Board in any matter where the member is in a conflict of interest or appears to be in a conflict of interest; or
 - (ii) use the director's position, office or affiliation in a way, which may place a director in a possible conflict of interest situation.

- xiii) Directors shall not offer, provide, or accept gifts, excessive entertainment or benefits from anyone respect of their position or work on the Board with the exception of modest gifts, favours and entertainment which meet the following tests:
 - (i) they are not intended to be and are not of sufficient value to be taken as a bribe or other improper payment. The value of entertainment should be no greater than what is appropriate in the circumstances;
 - (ii) a gift should not exceed \$50.00 in value. Any gift received in excess of this amount must be disclosed to the Board in writing;
 - (iii) the conduct is a generally accepted business practice; and
 - (iv) the gifts or benefits are lawful and in accordance with the ethical practice and standards of a reasonable person in similar circumstances.
- xiv) A director shall not disclose information obtained as a result of the director's duties for personal gain unless such information has been made available to the public by the Society. The use of confidential information for personal gain is prohibited.
- xv) A director must not purchase, sell or otherwise deal with assets, the value of which might be affected by the Board's actions or plans, when the director has knowledge of inside information which has not been disclosed to the public.
- xvi) It is deemed a conflict of interest if, without prior written resolution of the Board:
 - (i) a director, a director's family member, or a trust in which the director has an interest or owns shares of a significant direct or indirect financial interest in, or obligation to, deals with the assets of the Society in his or her personal capacity;
 - (ii) a director, a director's family member, or a trust in which director has an interest or owns shares, accepts gifts of more than a token or nominal value from the Society or one of its members; or
 - (iii) a director discloses confidential information obtained in the course of the director's duties on the Board.
- xvii) A director shall not engage in activities or accept appointments or election to office in any organization or association the activities of which are, or are likely to be, in conflict with activities of the Society or reflect poorly on the Society, without prior written consent of the Chair of the Board.
- xviii) A director shall disclose in writing any employment or directorship in a business entity or organization that may result in a conflict of interest before accepting such a position or business activity to the Board. A business activity means ownership, participation in decision-making as a member of a board of directors, or engagement as an employee, advisor or consultant to a business entity.
- xix) The Board shall require elected and appointed directors to complete an annual disclosure statement and make supplementary disclosure statements, as applicable.
- xx) The Secretary shall record any and all matters relating to conflict of interest or appearances of conflict of interest in the minutes following the disclosure of a conflict situation.

- 6.11 Deemed Resignation** – A Director is deemed to have resigned if he or she is:
- (a) absent from three consecutive Board meetings without an excuse considered sufficient by a majority of the Board;
 - (b) convicted of an indictable offence or has judgment entered against him or her in a civil matter involving breach of trust;
 - (c) found by a court in Canada to be of unsound mind;
 - (d) bankrupt or dies.
- 6.12 Vacancies on the Board** – If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors must appoint a member to take the place of the former Director. A Director so appointed holds office only until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at the meeting.
- 6.13** An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.
- 6.14** The Members may, by special resolution, remove a Director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

PART 7 – PROCEEDINGS OF DIRECTORS

- 7.1** 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.
- 7.2** The Directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
- 7.3** The President is the chair of all meetings of the Directors, but if at a meeting the President is not present within 30 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.
- 7.4** A Director may at any time, and the Secretary, on the request of a Director, must, convene a meeting of the Directors.
- 7.5** The Directors may delegate any, but not all, of their powers to committees consisting of the Director or Directors as they think fit.
- 7.6** 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.
- 7.7** 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 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 7.8** The members of a committee may meet and adjourn as they think proper.

- 7.9** 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.
- 7.10** A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex or cable, 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 Society, notice of which has not been given to that Director, if a quorum of the Directors is present, are valid and effective.
- 7.11** Questions arising at a meeting of the Directors or committee of Directors must be decided by a majority of votes. In the case of a tie vote, the chair does not have a second or casting vote.
- 7.12** A resolution proposed at a meeting of Directors or committee of Directors need not be seconded and the chair of a meeting may move or propose a resolution.
- 7.13** 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.
- 7.14** **Meetings by Teleconference** – The Directors may participate in a Board or committee meeting by means of a conference telephone or similar communications equipment, provided all persons entitled to participate in the meeting received notice of the teleconference, including instructions as to how to participate in the teleconference, and provided all persons participating in such meeting can hear each other.

PART 8 – OFFICERS

- 8.1** **Generally** – The officers of the Society shall include the President, Vice-President, Secretary, Treasurer (or Secretary-Treasurer), and such other officers as the Board may think necessary to carry out the Society's objectives.
- 8.2** The Directors shall choose among their number who shall serve as President, VicePresident, Secretary, Treasurer (or Secretary-Treasurer) and such other officers as the Board may think necessary to carry out the Society's objectives.
- 8.3** The President presides at all meetings of the Society and of the Directors.
- 8.4** The President is the chief executive officer of the Society and must supervise the other officers in the execution of their duties. The Vice President must carry out the duties of the President during the President's absence.
- 8.5** **Secretary** – The Secretary shall:
- (a) conduct the correspondence of the Society;

- (b) issue notices of meetings of the Society and the Board;
 - (c) attend all meetings and records all votes and minutes of all meetings of the Society and the Board;
 - (d) have custody of all records and documents of the Society except those required to be kept by the Treasurer,
 - (e) have custody of the common seal of the Society, and
 - (f) maintain the register of Members including the full name and residential address of each Member, the date on which a person is admitted as a Member, any allotment in respect of Common Amenities assigned to the Member by the Society pursuant to the rules and regulations, and the date on which a person ceases to be a Member.
- 8.6** In the absence of the Secretary at a meeting, the Chair shall appoint another person to act as Secretary at the meeting.
- 8.7 Treasurer** – The Treasurer shall:
- (a) keep such financial records, including books of account, as are necessary to comply with the *Society Act*, including records of:
 - (a) all money received and disbursed by the Society and the matter in respect of which the receipt and disbursement took place;
 - (b) every asset and liability of the Society;
 - (c) every other transaction affecting the financial position of the Society;
 - (b) ensure the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds; and
 - (c) tender financial statements to the Board, the Members, the auditor (if any), and others when required.
- 8.8** The positions of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- 8.9** A retiring officer shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and his or her successor is elected.
- 8.10 Records** – The President shall see that all necessary books and records of the Society required by the bylaws of the Society or by any applicable statute or law are regularly and properly kept.
- 8.11** The President, or his or her delegate, shall promptly file on behalf of the Society all reports that have to be filed as required by the *Society Act* or other law.

PART 9 – FINANCIAL MATTERS

- 9.1 Maintenance Fees** – To meet the Society’s expenses in respect of the Resort, the Board must establish, and the Registered Owners must contribute, by means of Maintenance Fees, to:

- (a) an operating fund for common expenses that:
 - [1] usually occur either once a year or more often than once a year,
 - [2] are expenses that may occur less frequently than once a year but that are related to the repair, maintenance or replacement of the Common Amenities of the Resort;
 - [3] are necessary to obtain a Infrastructure Report

Notwithstanding the generality of the forgoing, the operating fund for common expenses shall include all costs for administration, employee education, insurance, repair, maintenance and/or replacement of the Common Amenities, and the cost of electricity for all of the Common Amenities

- (b) a contingency reserve fund for common expenses that:
 - [1] usually occur less often than once a year or that do not usually occur;
 - [2] represent future projected common expenses related to the repair, maintenance, or replacement of the Common Amenities of the Resort, as recommended in the most recent Infrastructure Report;
 {1 and 2 being referred to as the “non capital portion”}
 - [3] represent future capital expenses authorized by Special Resolution for which a “Capital Reserve Fund” is established as part of the Contingency Reserve Fund.
- (c) A Waste Water Fund established by the Society under contract with the Province of British Columbia to set aside funds to repair and/or replace the Society’s waste water system in compliance with the terms of such contract

9.2 A Registered Owner must pay Maintenance Fees to the Society on or before the first day of the month to which the Maintenance Fees relate.

- i. NSF and Stop Payment Fees – The Society is authorized to charge fees for Non-Sufficient Funds (NSF) and stop payment transactions. If a Registered Owner’s payment to the Society is returned due to NSF, or If a Registered Owner requests a stop payment on any transaction related to Society activities or obligations, the Registered Owner shall be responsible for paying any bank charges or fees associated with the failed transaction.

9.3 Contingency Reserve Fund – As part of an annual budget process, the Board must determine the amount of the annual contribution to the contingency reserve fund as follows:

- (a) if the amount of money in the contingency reserve fund is less than 25 percent of the estimated operating expenses for the next 12 month period in the Society’s budget, the annual contribution to the contingency reserve fund must be at least 10 percent of the total contribution to the operating fund for the 12 month period covered by that budget;

- (b) if the amount of money in the contingency reserve fund is at least 25 percent but less than 100 percent of the estimated operating expenses for the next 12 month period set out in Society's budget, the annual contribution to the contingency reserve fund under that budget may be of any amount the Board, acting reasonably, considers prudent;
- (c) if the amount of money in the contingency reserve fund is equal to or greater than 100 percent of the estimated operating expenses for the next 12 month period in the Society's budget, any contribution to the contingency reserve fund must be approved by a resolution passed by a special resolution of members at an annual general meeting or a special general meeting.

9.4 Repealed

9.5 Board must account for money in the contingency reserve fund separately from the Society's other money. The Board must invest all of the money in the contingency reserve fund in insured accounts with savings institutions in British Columbia or in investments permitted under the *Strata Property Act*. Any interest or income earned on the money in the contingency reserve fund becomes part of the fund.

9.6 On the sale of a Fractional Interest, the seller is not entitled to a return of contributions to the contingency reserve fund.

9.7 Notwithstanding section 9.4, the Board may lend money in the contingency reserve fund to the operating fund as permitted under the *Strata Property Act*.

9.8 The Society must not spend money from the contingency reserve fund unless the expenditure is:

- (a) Consistent with the purpose of the fund as set out in 9.1[b] and
- (b) Approved or authorized as follows:

[1] The expenditure is first approved by a resolution passed by a majority vote at an annual or special general meeting of the Society if the expenditure is related to the repair, maintenance or replacement of any of the Common Amenities of the Resort as recommended in the most current member approved Infrastructure Report in which case such funds shall be payable to the operating fund for common expenses contemplated by Article 9.1[a] of these By-Laws to be dealt with according to the terms of the current Annual Budget

[2] By Special Resolution at an Annual or General meeting if the expenditure is not described in clause 1 above.

9.9 The Society must not spend money from the operating fund contemplated by Article 9.1[a] of these by-laws unless the expenditure is first authorized in the Society's annual budget or approved by a majority vote at an Annual General or Special General meeting of the members of the Society unless the provisions of Article 9.10 of these By-Laws apply.

- 9.10** If a proposed expenditure has not been put forward for approval in the Budget or otherwise authorized by ordinary resolution at an Annual or Special General Meeting of the Members of the Society, the Society may only make the expenditure from the operating fund or contingency reserve fund if there are reasonable grounds to believe that an immediate expenditure is necessary to ensure safety or prevent significant loss or damage, physical or otherwise, but any expenditure must not exceed the minimum amount needed to ensure safety or prevent significant loss or damage.
- 9.11** The Board must inform Registered Owners as soon as feasible about any expenditure made under Bylaw 9.10.
- 9.12** Maintenance Fees will be set at least annually by the Board with reference to:
- (a) the annual budget for the common expenses related to operation of the Park Facilities;
 - (b) the allocation of 1/133 of the annual expenses in relation to the Park Facilities to the Registered Owner(s) of each R.V. Site;
 - (c) the annual contribution required to the contingency reserve fund; and
 - (d) the capital required for any new Common Amenities approved by the Members at an Annual General Meeting.
 - (e) the annual contribution, if any, required to be made to the Waste Water Fund contemplated by By-Law 9.1(c).
- 9.13** Maintenance Fees that are not paid by the due date shall bear interest at a rate of ten percent per annum, compounded annually. All monies paid will be first allocated to outstanding interest, then to any fines, and finally to Maintenance Fees.
- 9.14** The Board must prepare a budget for the coming fiscal year for approval by a resolution to be passed by a majority vote at each annual general meeting. The proposed budget must be distributed with the notice of the annual general meeting pursuant to the Bylaws and must be accompanied by a financial statement.
- 9.15** If a budget is not approved at an annual general meeting, the Board must within 30 days, or such longer period as approved by ordinary resolution at the meeting, prepare a new budget and place it before a special general meeting for approval by ordinary resolution of the members of the Society.
- 9.16** If a fiscal year to which a budget relates ends before a new budget is approved, the Registered Owners must, until the new budget is approved, continue to pay to the Society the same Maintenance Fees that they were required to pay under the previous budget.
- 9.17** Until a new budget is approved, the Society may spend money out of the operating fund only in accordance with section 9.9 or:
- (a) on the type of expenses that are set out in the previous budget and that usually occur once a year or more often than once a year, and
 - (b) up to the maximum amount set out in the previous budget for each category of expense.

- 9.18** Contributions to the operating fund which are not required to meet the Society's operating expenses accruing during the fiscal year to which the budget relates must be dealt with in one or more of the following ways, unless Members determine otherwise by a resolution passed by a 3/4 vote at an annual or special general meeting: (a) transferred into the contingency reserve fund;
- (b) carried forward as part of the operating fund, as a surplus; or
- (c) used to reduce the total contribution to the next fiscal year's operating fund.
- 9.19** If the Society's operating expenses exceed the total contribution to the operating fund, the deficit must be eliminated during the next fiscal year.
- 9.20** Within two weeks following the annual or special general meeting at which a budget is passed, the Secretary must inform Registered Owners of any changes to their Maintenance Fees resulting from the new budget.
- 9.21** **Special Levies** – Pursuant to Bylaw 2.9, the Society may raise money from the Registered Owners by means of a special levy approved by special resolution at an annual or special general meeting of Members. Any special levy must be calculated:
- (a) based on the Registered Owners' Fractional Interest(s) in the Resort; or
- (b) in another way that establishes a fair division of expenses for that particular levy, in which case the levy must be approved by a resolution passed by a unanimous vote of Members at an annual or special general meeting.
- 9.22** The resolution to approve a special levy must set out the following:
- (a) the purpose of the levy;
- (b) the total amount of the levy;
- (c) the method used to determine each Fractional Interest's share of the levy;
- (d) the amount of each Fractional Interest's share of the levy; and
- (e) the date by which the levy is to be paid or, if the levy is payable in instalments, the dates by which the instalments are to be paid.
- 9.23** The Board must:
- (a) use the money collected by special levy for the purpose set out in the resolution; and
- (b) inform Registered Owners about the expenditure of the money collected.
- 9.24** If the amount collected for the special levy exceeds that required, or for any other reason is not fully used for the purpose set out in the resolution, Riverside must return the money to the owners in amounts proportional to their contributions unless the sums in excess amount to less than \$100 per Fractional Interest.

- 9.25 Payment of Taxes** – The Registered Owner(s) of each R.V. Site will be assessed annually by the British Columbia Assessment Authority (either directly or indirectly via Riverside) for its share of taxes attributable to Park Infrastructure as well as taxes attributed to the value of the land and any improvements on the R.V. Site. Improvements include recreational vehicles, decks, canopies, gazebos and other physical alterations to the R. V. Site.
- 9.26** Upon receipt of the annual assessment from the British Columbia Assessment Authority and the Rural Property Tax Notice from the Surveyor of Taxes, the Society shall provide each Registered Owner with a notice setting out the amount due for the taxes attributable to the Registered Owner's R.V. Site and for the Registered Owner's share of taxes attributable to Park Infrastructure and any improvements.
- 9.27** Registered Owners shall pay their share of the taxes assessed to the Society on or before June 15 each year. If any portion of the assessed taxes attributable to a R. V. Site is not paid to the Society by the Registered Owner by June 15, the Registered Owner shall be prescribed penalties and interest at the same rate the Society is prescribed by the BC Assessment Authority, on arrears of taxes.
- 9.28 Budget** – The Board must administer and expend the Society's funds in the best interests of the Society with reference to a budget approved by a simple majority of Members at the annual general meeting of Members.
- 9.29 Emergencies** – Notwithstanding this Part, the Board may spend the Society's funds in the case of emergency where repair or replacement is immediately required to ensure safety or to prevent significant loss or damage. Where the Board expends funds in an emergency, the relevant circumstances are to be recorded in the minutes of the next meeting of the Board for the benefit of Members.
- 9.30 Expenditures** – In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures. A debenture must not be issued without the authorization of a special resolution of the Directors.
- 9.31 Credit** – The Directors may, on behalf of the Society, arrange for credit to be granted to the Society for such amounts up to \$5,000 as may be reasonably necessary for the operation of the Society. In the event such credit is extended to the Society, all amounts owing in respect of such credit shall be paid in full within 30 days of receipt of the invoice of statement.
- 9.32** Where a Director or officer uses credit granted to the Society such use must be for the benefit of the Society, for Society purposes, and in accordance with the financial policies and procedures approved by the Board from time to time.
- 9.33 Borrowing Powers.** The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.
- 9.34** Notwithstanding article 9.33 of these bylaws, the Board is not authorized to borrow, pledge, or secure in any way an amount in excess of \$5,000 dollars on behalf of the Society except:

- (a) as specifically permitted by special resolution passed by the Members, in accordance with these bylaws, at an annual general meeting or a general meeting called for that purpose; or
 - (b) as immediately required in an emergency as set out in article 9.29 of these bylaws.
- 9.35 Expenses** – Directors and officers shall not receive remuneration and no director or officer shall directly or indirectly receive any profit from such a position.
- 9.36** A Director or officer may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.
- 9.37** Nothing in these bylaws preclude any officer who is engaged in or is a member of a firm engaged in any business or profession from acting in and being paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Society.
- 9.38** The Board shall take such steps as it considers necessary to enable the Society to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the objects of the Society.
- 9.39** To meet the Society's on-going funding requirements with respect to the repair and replacement of the Park's infrastructure, the Board will:
 - (a) have prepared and will present to the Members of the Society a "Infrastructure Report" prepared by Qualified Personnel within the Prescribed Time. "Infrastructure Report", "Qualified Personnel" and "Prescribed Time" will have the meaning attributed to these words in section 1.1 of these By-Laws.
 - (b) Bring to the Membership, within a reasonable period of time after the Infrastructure Report has been presented to the Membership, a Special Resolution to approve the contents of the Infrastructure Report. If the Infrastructure Report is not approved by the Membership under a Special Resolution then the Board will, within a reasonable period of time, amend the Infrastructure Report and again bring it to the Membership by Special Resolution for approval and will repeat the process as many times as is required to obtain Membership approval. The voting threshold for the "Special Resolution" required under this section will be the "Special Resolution" threshold defined in the new Society Act of British Columbia [the "ACT"] expected to be proclaimed into law on the 28th day of November 2016 but no vote of the Membership on the Infrastructure Report can be brought until after the proclamation of the ACT into law.
- 9.40** Incidental Income – The society is in receipt of other income on a periodic basis which flow from the following:
 - (a) Motel room rental
 - (b) Laundry machines;
 - (c) Storage rental fees;

- (d) Transfers of Certificates of Possession;
- (e) Other miscellaneous funds received by the Society from time to time for services rendered, other rentals received, reimbursement of costs incurred by the Society on behalf of other parties and monies received from Government or other parties by way of grant or donation.

[Herein referred to “Incidental Income”]

All Incidental Income shall flow into the operating fund for common expenses contemplated by Article 9.1[a] of these by-laws to be dealt with under the Annual Budget.

PART 10 – FINES AND PENALTIES

- 10.1 Fines and Penalties** - The Society may fine a Registered Owner up to \$50.00 for each contravention of the Rules and Regulations and \$100 for each Bylaw contravention by the Registered Owner, his or her Immediate Family, Guest Occupant, or guests.
- 10.2** If an activity or lack of activity that constitutes a contravention of the Rules and Regulation and or Bylaws continues, without interruption, for longer than seven (7) days, the Society may fine the Registered Owner every seven (7) days, up to a maximum of \$2000.00.
- 10.3** Fines not paid by the end of the fiscal year will be added to the Registered Owner’s share of the assessed taxes.
- 10.4** The Manager may require a Registered Owner, his or her Immediate Family, Guest Occupant or guest to immediately leave the Resort where, in the Manager’s opinion, acting reasonably, the safety or well-being of other persons in the Resort or Park Facilities is jeopardized.
- 10.5** In the case of the breach of those portions of the Rules and Regulations which do not impact on the safety or well-being of other persons at the Resort, the Manager will provide a written notice to the offending Registered Owner(s) requiring that the Registered Owner(s) come into compliance with the Rules and Regulations not more than 30 days from the date of the notice.
- 10.6** The Manager will report non-compliance with the Rules and Regulations to the Board on a monthly basis.
- 10.7** Where a Registered Owner’s non-compliance continues without adequate explanation for more than 60 days, the Board may:
 - (a) restrict or refuse access to the Park Facilities until the Registered Owner complies with the Rules and Regulations;
 - (b) impose additional fines consistent with Bylaw 10.2; upon delivering written notice to the Registered Owner.
- 10.8** Registered Owners who remain in wilful contravention of these Rules and Regulations for more than 60 days may be barred from the Resort for a period of up to one year by resolution of the Board:

- (a) on receipt of written notice of the contravention of the Rules and Regulations;
and
 - (b) after having had the opportunity to make oral or written representation to the Board at the next scheduled Board meeting.
- 10.9** If the Manager is also a member of the Board, the Manager may not participate in any decision made by the Board to fine or penalize a Registered Owner pursuant to this Part.
- 10.10** All notices pursuant to this Part shall be delivered as per Bylaw 15.3, including registered letter.

PART 11 – AUDITOR

- 11.1** This Part applies only if the Society is required or has resolved to have an auditor.
- 11.2** If an auditor is appointed, the auditor shall audit the Society's financial statements and report to the members at the annual general meeting.
- 11.3** An auditor shall be promptly informed in writing of the auditor's appointment or removal.
- 11.4** No director, officer, or employee of the Society shall be the Society's auditor.
- 11.5** An auditor may be removed by ordinary resolution of the members.
- 11.6** The Board shall fill any casual vacancy in the office of auditor.
- 11.7** The auditor may attend general meetings.
- 11.8** The remuneration of the auditor appointed by the Members shall be fixed by the Members (or by the Directors, if authorized to do so by the Members) and the remuneration of an auditor appointed by the Directors shall be fixed by the Directors.

PART 12 – INDEMNIFICATION AND INSURANCE

- 12.1 Indemnification.** The Society may indemnify a Director or former Director of the Society or an officer or former officer of the Society, and his or her heirs and personal representatives, and his or her estate respectively, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, actually and reasonably incurred by him or her, in a civil, criminal or administrative action or proceeding to which he or she is made a party because of being or having been a Director or officer, excluding an action brought by the Society and except such costs, charges, or expenses as are occasioned by his or her own wilful neglect or default.
- 12.2 Insurance.** The Society may purchase and maintain insurance for the benefit of a Director or officer against personal liability incurred by him or her in his or her service to the Society.

PART 13 – R. V. SITES

- 13.1 Assignment of R.V. Sites** – The Board (or its delegate) will assign one R. V. Site to each Fractional Interest by providing the Registered Owner(s) of that Fractional Interest with a Certificate of Possession upon receipt of a satisfactory proof of the Registered Owner(s)' ownership of a Fractional Interest.
- 13.2** A Certificate of Possession entitles its holder to quiet possession of the R. V. Site to which the Certificate of Possession relates so long as the Member associated with the underlying Fractional Interest remains a Member in good standing pursuant to the Bylaws.
- 13.3 Register of Certificates of Possession** – The Secretary will maintain a Register in which the R. V. Site assigned to each Fractional Interest is kept along with Registered Address of the corresponding Registered Owner(s).
- 13.4 Transfer of Certificates of Possession** – On the sale of a Fractional Interest, the selling Registered Owner(s) must:
- (a) assign the Certificate of Possession to the new Registered Owner(s) in writing, duly executed before a notary public or commissioner for the taking of affidavits; and
 - (b) notify the Secretary of the change in ownership of that Fractional Interest.
- 13.5** The Secretary will issue a revised Certificate of Possession referencing new Registered Owner(s) on the written request where such request includes:
- (a) a current Land Title Office search recording the applicant(s) as Registered Owner(s) in respect of the underlying Fractional Interest associated with the R. V. Site referenced in the Certificate of Possession; and
 - (b) delivery to the Secretary of the original Certificate of Possession together with evidence of its assignment pursuant to Bylaw 13.4.

PART 14 – RULES AND REGULATIONS

- 14.1 Rules and Regulations** – In an emergency, The Board may prescribe a rule, policy, or regulation to deal with the emergency provided that such rule, policy or regulation must be confirmed by the membership of the Society at the next Annual General Meeting and failing such confirmation shall and from that time cease to have force or effect. The determination as to whether or not an emergency exists shall be at the sole discretion of the Board acting reasonably.
- 14.2** All rules and regulations must be set out in writing and the Secretary must inform all Members of any new rules and regulations as soon as practicable.
- 14.3** If a rule or regulation conflicts with a bylaw, the bylaw prevails.
- 14.4** No rule, made by the Members of the Society in a general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

PART 15 – GENERAL PROVISIONS

- 15.1 General Notice Provisions.** Unless otherwise specified in these bylaws, the general notice provisions set out in this part apply to any notice required to be given to a member or a director.
- 15.2** Any notice not given personally is deemed to have been given on the third business day following the date it was delivered except in the case of notice delivered by e-mail which is deemed received on the day sent.
- 15.3** Any notice to be given to Members or Directors will be sufficiently given if given to the Member or Director in person or by delivery, mail, facsimile, or e-mail at his or her Registered Address.
- 15.4** In the event of a strike, lockout, or other labour disturbance at the post office or interruption in mail service, any notice to be given to Members or Directors shall be served personally, by facsimile, or by e-mail where the Member or Director has provided an e-mail notice, and not mailed.
- 15.5** Any Member, Director, officer, or auditor may waive any notice required to be given under any provision in the *Society Act*, the bylaws or otherwise and such waiver, whether given before or after the meeting or other event for which notice is required to be given, shall cure any default in the giving of that notice.
- 15.6** Notice of a general meeting must be given to:
- (a) every Member shown on the register of Members on the day notice is given; and
 - (b) the auditor, if Part 11 applies;
- No other person is entitled to receive a notice of a general meeting.
- 15.7 Computation of Time.** In computing the date when notice must be given under any section of these bylaws which require a specified number of days' notice of any meeting or other event, the date of giving notice is excluded and the date of the meeting or other event is included. In calculating time, weekends are included and statutory holidays in the Province of British Columbia are excluded.
- 15.8 Access to Information.** On being admitted to membership, a Member is entitled to receive from the Secretary, on written request, a copy of the Constitution, these bylaws (and any amendments thereto) as well as the rules and regulations of the Society at no charge to the Member.
- (a) The Society follows the Personal Information Protection Policy (PIPP). Members personal information will be held by the Society and only Section 20.2 (a) and (b) of the BC Societies Act may be disclosed as per Personal Information Protection Policy Part 3 – Using and Disclosing Personal Information. All other records in Section 20 (2) of the BC Societies Act are restricted and access is at the sole discretion of the Board.
 - (b) Only members of the Riverside Society may be granted access to Society records and documents due to privacy and confidentiality. And in exceptional circumstances only, may the Board of Directors authorize access to non-members for specific records:

- the selling of a Membership.
 - a lawyer when providing legal advice to the Board of directors.
 - where legal provisions mandate by law, regulation or court order.
 - in an emergency situation that threatens the safety of members and the park.
- (c) Surveillance ensures safety and asset protection, cameras located in essential areas only. Signs of Surveillance posted. Footage securely stored for up to 30 days. Access by authorized personnel only. The information is handled per the standards outlined in the Personal Information Protection Act and is only disclosed to third parties when legally necessary. The Board oversees compliance.

Severability:

If any provision of this bylaw is held to be invalid, illegal, or unenforceable by a court of competent jurisdiction, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired.

- 15.9 Corporate Seal.** The Board may provide a common seal for the Society and the Board shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- 15.10** The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution or, if no persons are prescribed, in the presence of the President and Secretary or President and Secretary- Treasurer, as the case may be.
- 15.11 Authority to Contract.** Contracts, documents or any instruments in writing requiring the signature of the Society, shall be signed by any two officers of the Society. All contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint officers on behalf of the Society to sign specific contracts, documents, and instruments in writing.
- 15.12 Power of Attorney.** The Board may, by special resolution, give the Society's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Society.
- 15.13 Amendment.** These bylaws may be amended, altered, repealed or enhanced by special resolution of the members at an Annual General Meeting or an extraordinary general meeting duly convened for the purpose of amending the bylaws.
- 15.14** The Society shall be carried on without the purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes. No member of the Board of Directors of the Society shall be paid any remuneration for services rendered to the Society but may be paid his or her reasonable expenses in acting as a Director.
- 15.15** All of the assets of the Society shall be turned over to an organization with the same or similar objectives upon dissolution of the Society.
- 15.16** The Society shall confine its operations to the Province of British Columbia.

15.17 By-Laws 15.14, 15.15 and 15.16 are alterable.

PART 16 – GOVERNANCE DOCUMENTS PRESERVATION AND AMENDMENT

Section 1: Purpose

The purpose of this bylaw is to ensure the preservation and protection of Riverside RV Park Society's governance documents and to establish a process for amending these documents only through a vote of the membership.

Section 2: Definitions

2.1. "Governance Documents" refer to the constitution, bylaws, rules and regulations, certificate of incorporation and any other documents that define the structure, operation, and policies of the organization.

Included but not limited to:

The Committee Terms of References

The Director, Employee and Committee Chair Codes of Conduct

The Riverside RV Park Society Communication Flow Chart – Living document

The Riverside RV Park Society Annual Schedule of Events – Living document

The Riverside RV Park Society 1,3,5 year plan – Living document

2.2. "Board Liaison" refers to a Board Director who has been appointed to be responsible for one or more of several areas within the Park as per the Communications Flow Chart.

The liaison communicates and facilitates a close working relationship between the Committee they are coordinating and the Board and is responsible for being the main contact in a particular area.

2.3. "Committee Chair" refers to a member who has been elected or appointed to lead a committee that has been constructed by the Board. The term "chair" implies leadership and responsibility. This person is expected to take charge of the committee, lead the members, construct monthly reports to the Board Liaison and communicate with the committee members.

2.4. "Communication Flow Chart" refers to a diagram that outlines the communication process for Riverside RV Park Society's Board of Directors. This flowchart establishes the flow of communication for the Board of Directors and Committees; to aid in Board directors to stay within their area of responsibility; and to assist Riverside members in knowing who to contact within the Board structure.

2.5. "Code of Conduct" refers to the way in which Board Directors, Chairpersons of Committees and employees of the Park will conduct themselves. There is a separate Code of Conduct for the Board Directors, the Chairpersons of Committees and employees and all require signing of incumbents at appointment.

2.6. “Terms of Reference” refers to a document that defines the scope of any committee appointed by the Board of Directors and will include for each committee: the composition and resources needed; meetings and procedures; purpose and authority; duties and process and accountability and reporting.

2.7. “Living document”, is a document that is continually reviewed and updated minimally on an annual basis. The data within the document may change, but the format including headings of the document will remain the same.

Section 3: Preservation of Governance Documents

3.1. All governance documents of Riverside RV Park Society shall be maintained in a secure and accessible manner, with appropriate backups to prevent loss, damage, or unauthorized access.

Section 4: Amendment Process

4.1. Proposed amendments to the governance documents shall be reviewed and discussed by the Board. The Board shall not have the authority to unilaterally approve or implement changes to the governance documents.

This bylaw shall ensure that the governance documents of the organization are preserved and can only be changed through a democratic process that requires the approval of the membership.