

McKellar Park Community Association

BY-LAWS

Article 1 - Name

- 1.1 The name of this association shall be the “McKellar Park Community Association”, hereinafter referred to as “the Association” or “MPCA”.

Article 2 - Purpose and Objectives

- 2.1 The purpose of the Association is to enhance community life for residents of McKellar Park.
- 2.2 The Association will strive to achieve its Purpose by focusing on the following objectives:
 - a) Seeking input from residents, property owners and business owners in diverse areas of McKellar Park regarding the interests of the community.
 - b) Interacting with various levels of government to promote the interests of the McKellar Park community including participating in community design and planning processes.
 - c) Collecting and dispersing information of importance to members of the Community.
 - d) Encouraging positive social, recreational, cultural, artistic and commercial activities in McKellar Park.
 - e) Communicating and cooperating with other business and community groups in the surrounding area and in the city to the benefit of the McKellar community.
- 2.3 The Association shall be carried on without the purpose of gain for its members and any profits or other accretions to the Association shall be used in promoting its objects.

Article 3 - Association Boundaries

- 3.1 The boundaries of the Association are:
 - a) To the east, Fraser Avenue;
 - b) To the west, the east side of Sherbourne Road extending north along Cleary Avenue ;
 - c) To the north, the Ottawa River Parkway;
 - d) To the south, east of Sherbourne Road up to Carling Avenue.

Article 4 - Membership

- 4.1 *Any individual aged 18 years or older who is a resident, owns residential property or owns and operates a business within the boundaries of the Association is eligible to be a member of the Association.*
- 4.2 *The Board of Directors is authorized to determine the categories and terms of membership including annual membership fees from time to time. The membership year shall commence on June 1st of each year.*

Article 5 - General Meetings

- 5.1 The Association shall hold an Annual General Meeting of the Members once each year for the purpose of electing a Board of Directors.
- 5.2 The Annual General Meeting shall normally be held in the spring.
- 5.3 The Association shall notify members and give public notice of the time, place, location and proposed agenda of the Annual General meeting, at least 14 days in advance of the scheduled meeting. Members may be notified in writing by sending a notice to the last mailing address *and, where possible*, electronic mail address provided by the member to the Association. The requirement for public notice of a General Meeting shall be satisfied by placing information in a newspaper generally circulated within the boundaries of the Association or posting information in public places within the Association's boundaries. Notice of Annual General Meetings shall contain information to inform members of the business to be transacted at the Meeting. No error in notifying a particular member of a General Meeting shall invalidate such meeting or nullify decisions of the members made at a General Meeting.
- 5.4 Quorum for a General Meeting shall be counted from those members in attendance and shall be ten (10) members of the Association.
- 5.5 At an Annual General Meeting members may elect up to ten (10) members of the Board of Directors (minimum of 6 to a maximum of 10). Nominations may be made in writing in advance and will be accepted from the floor. Elections shall be by show of hands by members.
- 5.6 Other General Meetings or Special General meetings may be called by the Board of Directors from time to time as required or on written request to the Board of Directors by ten (10) members.
- 5.7 Decisions at a General Meeting shall be taken by way of show of hands by members unless the Chair of the meeting determines that a secret ballot is preferred.

Article 6 - Board of Directors

- 6.1 The business and property of the Association shall be managed by a Board of Directors comprised of up to ten (10) Directors, including officers.
- 6.2 Directors shall be elected at an Annual General Meeting of the members for a term of not more than two years. Directors each serve a staggered two-year term. Each year, up to five Directors are elected at the Annual General Meeting.
- 6.3 The Board of Directors may revoke the Directorship of Board members who are absent from three or more consecutive meetings without communicating their regrets to the Secretary of the Board.
- 6.4 The Board may appoint Interim Board members should vacancies arise. Interim Board members shall be confirmed by a majority vote (greater than 50%) of remaining Board members.
- 6.6 At least 30 days prior to the Annual General Meeting, the Board of Directors shall appoint a Nomination Committee comprised of at least one member of the Board who is not standing for re-election and up to four (4) additional Members of the Association. The Nomination Committee will be responsible to solicit and receive nominations for Board of Directors positions to be voted upon at the Annual General Meeting and shall be responsible to coordinate the election at the Annual General Meeting.
- 6.7 The Board of Directors may also establish other ad-hoc committees to assist in conducting the business of the Association and may specify the terms of reference and delegated powers of such committees as may be required. Committees shall normally be chaired by a member of the Board of Directors and the Board may invite the Association's members to participate on the Board's committees without vote. The quorum of such Committees shall, from time to time, be fixed at the sole discretion of the Board of Directors.
- 6.8 The Board of Directors shall administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save for exceptions provided in this document, may exercise such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.
- 6.9 The Board of Directors may prescribe rules, regulations and policies consistent with these by-laws relating to the management and operation of the Association as they deem expedient.
- 6.10 The Board of Directors may take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever and otherwise raise funds for the purpose of furthering the objects of the Association.

- 6.11 The Board of Directors may appoint such agents and engage such employees as it deems necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
- 6.12 Directors shall serve as volunteers and shall receive no remuneration for their services other than reimbursement for reasonable expenses incurred in the performance of their duties as approved or ratified by the Board of Directors. Directors shall not directly or indirectly profit from their positions.
- 6.13 Directors shall declare any perceived or actual conflict of interest in respect of any decision to be made by the Board of Directors or its Committees. A Director with a perceived or actual conflict of interest shall not be involved in the decision making process related to the Conflict.

Article 7 – Directors’ Meetings

- 7.1 The Board of Directors shall meet monthly, where possible, at a time and place to be determined by the Directors to conduct the affairs of the Association.
- 7.2 Written notice of meetings shall be given to Directors not less than 48 hours in advance of a meeting of the Directors. A schedule of meetings agreed to in advance by the Board of Directors shall satisfy the requirement for advance notice of Directors’ meetings. Written notice may include notice by electronic means, including electronic mail or facsimile.
- 7.3 Quorum for Board meetings shall be 50 percent of the total available Board positions.
- 7.4 Decisions of the Board of Directors shall be made by way of majority vote (greater than 50%) of all Directors present.
- 7.6 The Board shall keep Record of Decisions of its meetings which shall be made available to members of the Association.

Article 8 - Officers and Duties

- 8.1 At its first Board of Directors meeting following the Annual General Meeting, the Board of Directors shall elect by way of secret ballot from among its members Officers to the following positions:

President

Vice-President

Secretary

Treasurer

- a) **President:** The President shall be the chief representative of the Association; and shall be responsible for the overall operation and effectiveness of the Association. The President is a signing officer of the Association. .
 - b) **Vice-President:** The Vice-President shall assist the President in carrying out their responsibilities and shall represent the President and/or chair meetings of the Board/Association in the absence of the President.
 - c) **Secretary:** The Secretary shall be responsible for the recording of the record of decisions of Board and Association meetings and for their distribution. The Secretary will also be responsible for maintaining the records of the Association and in assisting the Board with Association business.
 - d) **Treasurer:** The Treasurer shall be responsible for: maintaining the financial records of the Association; maintaining a bank account for the Association; collecting fees and making disbursements on behalf of the Association; providing an annual treasurer's report; and shall be one of the two signing officers for the Association.
- 8.2 Officer positions shall not be occupied by the same individual for more than three (3) consecutive terms.
- 8.3 If any vacancy occurs in an Officer position, the Board of Directors may be by majority vote appoint another member of the Board of Directors to fill the vacancy.

Article 9 - Financial Procedures

- 9.1 The fiscal year of the Association shall be from June 1 to May 31 of each year.
- 9.2 The Association shall maintain a bank account at a financial institution to be chosen by the Board of Directors for general operations. Funds generated by the Association and proceeds of any activities carried on in the name of the Association shall be turned over promptly to the Treasurer for deposit to the Association's bank account.
- 9.3 Expenditures and contractual liabilities on behalf of the Association may be authorized by a majority of the Board of Director.
- 9.4 All cheques or contracts shall be signed by two Officers who have been authorized to sign by a resolution of the Board.

Article 11 – Indemnity of Directors

- 11.1 Every director of the Association and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against;

- (a) all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
- (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

Article 12 - Amendments

- 12.1 Amendments to this Constitution may be made by vote passed by majority of the Members (greater than 50%) at an Annual General Meeting.
- 12.2 Proposed amendments to these by-laws must be submitted to the Secretary of the Board of Directors not less than 30 days in advance of an Annual General Meeting.
- 12.3 Information regarding proposed amendments must be included in Notice to Members and Public Notices in advance of any Annual General Meeting. The full text of proposed amendments must be provided in writing in advance of an Annual General Meeting upon request and must be provided in writing at the Annual General Meeting.