

McKellar Park Community Association BYLAWS

Section 1 - General

1 Name

The association shall be known as the McKellar Park Community Association, referred to commonly as “The Association” or “MPCA”.

2 Boundaries

The boundaries of the Association are:

- a) To the east, Fraser Avenue, east onto Carling, including Bromley East and the commercial property at the corner of Carling and Sherbourne.
- b) To the west, western boundary of Kitchissippi ward.;
- c) To the north, the Ottawa River Parkway;
- d) To the south, east of Sherbourne Road up to Carling Avenue.

3 Objectives

The establishment and maintenance of a community organization for the purposes of

- Developing and fostering community spirit;
- Promoting social, recreational and civic involvement for the benefit of the community;
- Participating in the planning and future development of the McKellar Park area with governments and other groups; and,
- such other complementary purposes consistent with these objectives.

4 Fiscal Year

The fiscal year of the Association shall be from January 1 to December 31st,

Section 2 - Membership

1 Eligibility for Membership

Any individual aged 18 years or older who is a resident or owns residential property or owns and operates a business within the boundaries of the Association is a member of the Association.

2 Categories and Terms of Membership

The Board of Directors is authorized to determine by resolution of the Board the categories and terms of membership including membership fees.

Section 3 – Structure of the Association

1 Board of Directors

- a) The Board of Directors shall consist of up to 10 Members of the Association who have been elected at the Annual General Meeting.
- b) A person who is not a Member may be elected a Director, but must become a Member within 10 days of election or else cease to be a Director.
- c) The Board of Directors may appoint an Association Member to a Board of Directors position should a vacancy occur during the term of office. This appointment shall terminate at the next election of Directors or at an expiration date set by the Board of Directors. The appointment to fill a vacant position is by a majority vote of the directors.
- d) At no time may the appointed directors exceed 1/3rd of the number of Directors elected at the previous AGM.
- e) The Directors shall conduct the affairs of the Association between Annual and other General Meetings.
- f) If a Director misses three or more meetings of the Board of Directors per term, the position shall be deemed vacant. This provision will not apply if the Director notifies another member of the Board of their absence by the time of the meeting, and the absence is deemed acceptable by the Board of Directors.
- g) The office of a Director shall be vacated if the Director resigns office by written notice to the Association, which resignation shall be effective at the time it is received by the Association or at the time specified in the notice, whichever is later; if the Director dies; if the Director becomes bankrupt; if the Director is found to be incapable of managing property by a court or under Ontario; or if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

2 Executive Committee

The Executive Committee shall consist of the following Officers: President, Vice-President, Secretary, and Treasurer.

- a) The Executive Committee shall report to the Board of Directors on Committee activities
- b) The Executive Committee shall perform such duties as prescribed by the Board of Directors or President

3 Committees

Committees may be organized to meet the needs of the Membership and shall be created and/or dissolved as deemed necessary by the Board of Directors providing that:

- a) Committee objectives are consistent with the purpose of the Association
- b) Committee members are Members in Good Standing of the Association
- c) the Committee agrees to all financial and membership policies of the Association

Section 4 – Duties of Officers and Directors

1 President

- a) Shall preside as Chair at all meetings of the Executive Committee and Board of Directors, and at Annual and other General meetings of the Association.
- b) Shall enforce observance of the Constitution and By-laws.
- c) Shall report to the Membership on the activities of the Association at Annual or other General Meetings or at such times as may be prescribed by the Board of Directors.
- d) Shall not vote on any motion unless a vote results in a tie vote at a Board of Directors or Executive Committee meeting.
- e) Shall Perform other duties as may be prescribed by the Board of Directors.

2 Vice-President

- a) Shall help the President perform his/her duties and, in the absence or inability of the President, the Vice-President shall act as President with all the duties and powers of the President.
- b) Shall perform other duties as may be prescribed by the Board of Directors.

3 Secretary

- a) Shall attend all meetings of the Executive Committee, Board of Directors, and Annual and other General Meetings of the Association and act as Clerk thereof
- b) Shall record all votes taken at meetings and minutes in the books to be kept for that purpose.

- c) Shall ensure that the membership records are maintained. The Treasurer will maintain the membership records unless the Board of Directors forms a Committee to which this duty is delegated.
- d) Shall name an appropriate stand-in when not performing the above duties.
- e) Shall be responsible for receiving, recording, and delivering all correspondence for the Association. The Secretary may authorize other Directors to also receive and deliver Association correspondence.
- f) Shall perform other duties as may be prescribed by the Board of Directors.
- g) Shall Chair meetings of the Board of Directors in the absence of the President or Vice President.

4 Treasurer

- a) Shall be responsible for ensuring that a record of all receipts and disbursements of money is maintained for the Association.
- b) Shall develop and establish, upon approval of the Board of Directors, all accounting and financial policies and procedures.
- c) Shall make available the books of the Association in good order upon request of the Membership.
- d) Shall perform other duties as may be prescribed by the Board of Directors.

5 General

- a) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two of its Officers or Directors.
- b) The Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed.
- c) Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

Section 5 – Election of Board and Executive

1 Election of Directors

The Board of Directors shall be elected at each Annual General Meeting by a show of hands, unless a Member demands a secret ballot. Directors shall

serve until the next Annual General Meeting, unless they resign or are removed.

2 Election of Executive Committee

The Election of the Executive Committee shall take place every year at the first meeting of the Board of Directors that is held after the Annual General Meeting.

Section 6 – Meetings

1 Rules:

All meetings of the Association shall be conducted in accordance with Roberts Rules of Order and shall be open to the public.

2 General Meetings

- a) The Annual General Meeting shall be held in the month of October.
- b) Other General Meetings may be held as or when required.
- c) Notice of the time, date, and location of the Annual General Meeting and other General Meetings shall be given to the Members in Good Standing of the Association in writing not less than ten (10) days and not more than fifty (50) days in advance of the meeting, and such notice shall include the proposed agenda. The time, date, and location of the Annual General Meeting and other General Meetings shall also be published in a public forum generally accessible to Members, not less than fourteen (14) days in advance of the meeting, and the appearance of this information in a newspaper generally circulated within the boundaries of the Association, or the posting of such information in public places within said boundaries, shall be deemed to satisfy this requirement.
- d) Every General Meeting shall include on the agenda an opportunity for an open forum.
- e) General Meetings of the Members may be called at any time by the Board of Directors or by at least ten (10) Members in Good Standing for reasons provided in writing to the Secretary of the Association.
- f) Each Member shall, at all meetings of the Members, be entitled to one (1) vote on each question or motion, but may not vote by proxy.

3 Board of Directors Meetings

Board of Directors meetings shall be held monthly, unless a majority of the Board of Directors agrees not to hold a meeting in a given month, or more often as required.

4 Executive Committee Meetings

Executive Committee Meetings shall be held as required.

5 Quorums

A quorum at a meeting shall be counted from those members in attendance who are entitled to vote as follows:

- a) At General Meetings, a quorum shall be Ten (10) Members. In the absence of such a quorum, the president shall invoke the provision of Roberts Rules of Order (30 minute waiting period).
- b) At Executive Committee Meetings or Board of Directors meeting, a quorum shall consist of 50% of its membership, plus 1, and must include either the President or the Vice President.

6 Motions

All motions shall be resolved by a simple majority vote of Members who are entitled to vote in attendance, except where otherwise specified.

7 Voting

- a) All Members 18 years of age and older except the President shall be entitled to vote at Annual or other General Meetings. Each Member of the Board of Directors or Executive Committee shall be entitled to vote and shall have one (1) vote at meetings of the Board of Directors or Executive Committee, except for the President, who may only vote in the case of a tie.
- b) Every question shall be decided by a show of hands unless a poll be demanded by any Member, except where specified otherwise.
- c) Upon a show of hands, every member having voting rights shall have one (1) vote. Unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried will be made. An entry to that effect shall be made in the Minutes of the Association and shall be admissible in evidence as "prima facie" proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.
- d) If a poll be demanded and not withdrawn, the resolution shall be decided by a simple majority of votes given by the members present. The poll shall be taken in a manner as directed by the Chair; the results of such poll shall be deemed the decision of the Association in an Annual or other General Meeting upon the matter in question.
- e) In the case of an equality of votes at any General Meeting, whether by show of hands or at a poll, the question shall be deemed to have failed.

8 Participation by Telephone or Other Communications Facilities

If a majority of the Directors of the Association consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

Section 7 - Adoption and Amendment of By-laws

The Members may from time to time amend these by-laws by a majority of the votes cast at an Annual General Meeting.

Section 8 – Financial Matters

- a) The Association shall conduct its affairs on a non-profit basis so that no member derives financial advantage from the Association's transactions.
- b) Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director.
- c) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- d) All Association funds will be kept on deposit with a Canadian chartered bank, trust company, credit union, or Caisse Populaire.
- e) Cheques or bills of exchange payable to the Association shall be signed/endorsed by the Treasurer and cheques or bills of exchange payable by the Association shall be endorsed signed by any two (2) members of the Executive. The Board of Directors may designate additional members of the Board of Directors who may sign cheques or bills of exchange payable by the Association or endorse cheques or bills of exchange payable to the Association.
- f) All expenditures of the Association shall be authorized by the Board of Directors. In exceptional circumstances, expenditures may be authorized by the signing officers who shall report such circumstances at the first meeting of the Board of Directors following the authorization of such expenditures. The Board may, from time to time, direct the manner in which and the person by whom a particular expense or type of expense shall be authorized.
- g) The financial statements to be submitted to the Association Membership at the Annual Meeting shall be audited by a Member of the Association who is not on the Board of Directors. This Auditor will report in writing to the Board of Directors on the adequacy and accuracy of the financial records. The Auditor shall be appointed by the Board of Directors.
- h) Any Member, upon request, shall be provided, not less than 21 days before the annual general meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the bylaws or articles.

Section 9 - Protection of Directors and Officers

No Director, Officer or committee member of the Association is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or member of the Association or for joining in any receipt or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Association with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have complied with the *Act* and the Association's articles and By-laws; and exercised their powers and discharged their duties in accordance with the *Act*

Section 10 – Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Association shall disclose his or her interest as required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

Section 11 - Private Interests

Nothing in these By-Laws is to be interpreted as meaning that the Association will endeavour to protect or represent the private interests of individual property owners or residents, except where the interests fall within the class of interests of the McKellar Park Community, and where to do so falls within the objectives of the Association.

Section 12 - Political Status

The Association shall not endorse or financially support the candidature of any person or political party with respect to any municipal, provincial or federal political office.