

## **By-laws of**

### **Convent Glen/Orléans Wood Community Association Inc. (CG/OWCA)**

### **Association Communautaire Convent Glen/Orléans Wood Inc. (ACCG/OW)**

An Ontario Non-profit Association

#### **ARTICLE I. Name and Purpose**

SECTION 1.01: NAME. The name of the association shall be Convent Glen/Orléans Wood Community Association Inc. / Association communautaire Convent Glen/Orléans Wood inc., hereafter referred to as The Association. It shall be a non-profit organization incorporated under the laws of the Province of Ontario.

SECTION 1.02: PURPOSE: These By-laws shall govern The Association and facilitate the fulfilment of the following:

- i. Represent the interests of the Convent Glen and Orléans Wood area residents concerning any issue affecting those residents;
- ii. Provide recreational and social programs as well as events of interest to the community, and informal training on a non-profit basis, to the residents of the Convent Glen and Orléans Wood Area;
- iii. Encourage participation of all residents of the Convent Glen and Orléans Wood area in the programs and activities of The Association;
- iv. Act as a liaison with the Ward 1 Councillor and the Council of the City of Ottawa regarding the needs and concerns of the Convent Glen and Orléans Wood area residents;
- v. Cooperate and coordinate with other groups or organizations in the City of Ottawa;
- vi. Develop closer relations among residents and encourage a friendly community spirit within the Convent Glen and Orléans Wood area;
- vii. Provide an open forum for Members to voice opinions on community concerns in a supportive and constructive manner;

- viii. Provide when feasible such common services or facilities as are deemed in the best interest of the community;
- ix. Preserve and enhance the quality of life in the Convent Glen and Orléans Wood area;
- x. Abide by the City of Ottawa affiliation policies as they relate to neighbourhood associations.

## **ARTICLE II. Geographic Boundaries of Convent Glen and Orléans Woods**

SECTION 2.01: BOUNDARIES. The community of Convent Glen and Orléans Wood is located in the City of Ottawa Ontario. The community is bounded by the Ottawa River to the north, by Champlain Street up to and including Place d'Orléans to the east, by St. Joseph Boulevard to the south and the Greenbelt to the west.

## **ARTICLE III. Membership**

SECTION 3.01: ELIGIBILITY FOR MEMBERSHIP. A Member in good standing is any current minimum 18-year- old resident of, or owner of a residential property in, or a corporate or business entity whose business is situated in the community as described in Article II. Membership in The Association is in effect upon full payment of the annual dues and the completion of a Membership registration form. A Member is entitled to receive privileges and services, participate in activities, and attend general meetings of The Association.

SECTION 3.02: VOTING MEMBER is any person, 18 years or older residing in the community as specified in Article II, whose current Membership fee is paid. A voting Member is entitled to express opinions and cast one vote on matters before a general meeting, and to hold office.

SECTION 3.03: NON-VOTING MEMBER is

- i) a non-resident owner of a residential property,
- ii) or a corporate or business entity

whose property or business is located in the community specified in Article II, and whose current non-resident Membership fee is paid.

SECTION 3.04: HONORARY LIFE MEMBER is a Member of either class as stated in SECTION 3.02 and 3.03, who has rendered outstanding service to The Association. The determination of an Honorary Life Membership is made by a minimum two third (2/3) affirmative vote of the Board of Directors.

SECTION 3.05: TERMINATION OF MEMBERSHIP. Membership in The Association is automatically terminated whenever the Member is in default of payment of the annual association dues, or is no longer

i) a resident,

ii) a non-resident owner of a residential property,

iii) a corporate or business entity

in the community specified in Article II. Membership may be withheld or withdrawn by an affirmative vote of a minimum two thirds (2/3) of the Members present at a general meeting.

SECTION 3.06: RESIGNATION. Any Member may resign by filing a written resignation with the Board of Directors.

#### **ARTICLE IV. Annual Membership Dues**

SECTION 4.01: The amount required for annual Membership dues shall be \$0 each year, unless changed by a majority vote of the Members in attendance at an Annual General Meeting of the Membership. Dues may, on occasion, be paid by donation of comparable products or services to the Association, by prior approval of the Board of Directors.

#### **ARTICLE V. Board of Directors**

SECTION 5.01: The Association shall be governed by a Board of Directors and managed by Officers so elected from within the Board of Directors, with powers consistent with these By-laws.

SECTION 5.02: The Board of Directors will be comprised of up to four (4) Officers and up to five (5) Directors at Large, all of whom are Members of The Association.

SECTION 5.03: Unless so authorized by the Board of Directors, no Officer or Director at Large shall have any power or authority to bind The Association by any contract or engagement, to pledge its credit, or to render it pecuniary liable for any purpose or in any amount.

SECTION 5.04: The Board of Directors shall meet from time to time as scheduled or on notice at the call of the President or failing the President, of three (3) Members of the Board, to carry out the business of The Association.

SECTION 5.05: The majority of Members of the Board of Directors must be present at any meeting to allow proceedings to be validly and effectively conducted.

SECTION 5.06: The office of a Member of the Board of Directors shall be vacated upon the Member's resignation or inability to attend meetings for a period as determined by the majority of the Board of Directors.

SECTION 5.07: Vacancies, however caused, may be filled at a general meeting of the Membership or between general meetings by selection by the majority of the Board of Directors on the recommendation of a Committee charged with nominations and elections.

SECTION 5.08: Committees shall be formed from The Association Membership by the Board of Directors as issues arise that warrant a Committee structure.

## **ARTICLE VI. Election of the Board of Directors**

SECTION 6.01: The Committee charged with nominations and elections submits the names of Members who are willing to sit on the Board. Any Member in good standing may submit nominations provided the Committee receives the submission in writing twenty one (21) calendar days prior to the Annual General Meeting.

SECTION 6.02: The Board of Directors shall be elected by majority vote of the Members at the Annual General Meeting.

SECTION 6.03: The newly elected Board shall meet immediately following the Annual General Meeting to elect among themselves the Officers and to give specific responsibilities as described in ARTICLE VII.

SECTION 6.04: Members of the Board of Directors shall be elected for a two (2) year term, except at the first Annual General Meeting of the Association where five (5) Members of the Board of Directors, excluding Officers, shall serve for a one (1) year term. At every subsequent Annual General Meeting, the incoming Members of the Board of Directors shall be elected to a two (2) year term to fill the vacancies of the Members whose term has ended.

### **ARTICLE VII. Duties of Officers and Directors at Large.**

SECTION 7.01: The Officers who are Members of the Board of Directors of The Association shall be the President, Vice-president, Treasurer and Secretary, who shall perform such duties as specified or are assigned by the Board of Directors. The duties of the Officers shall not be limited as enumerated below, but they may discharge in addition such duties as are assigned by The Association Membership.

#### 7.1.1 President

- Is the principal executive officer of The Association and official spokesperson for The Association;
- presides at meetings of the Members of The Association and of Board of Directors;
- gives leadership and co-ordination to fellow directors in carrying out their activities;
- sits as an ad hoc Member of all Committees;
- represents or delegates representation of The Association, to the public, to organizations and to governments;

#### 7.1.2 Vice-President

- shall assist the President as the President requests, and represent The Association on appropriate occasions;
- in the absence or disability of the President, performs the duties and exercise the powers and functions of the President of The Association.

### 7.1.3 Treasurer

- prepares a yearly operating Budget of The Association;
- has custody of The Association's funds and securities;
- keeps full and accurate records of donations, fees and other receipts and disbursements in records which belong to The Association;
- deposits monies in the name and to the credit of The Association and with such depositories as may be designated by the Board of Directors;
- records all donations and moneys received;
- allocates and disperses funds in accordance with an approved Budget;
- on a quarterly basis renders an accounting of the financial affairs of The Association to the Board of Directors and annually to the Membership;
- communicates with such organizations and individuals as necessary the financial affairs of The Association, while ensuring copies of such correspondence and records are provided to the secretary.

### 7.1.4 Secretary

- prepares and publishes notices and agenda for Board of Directors and General meetings of the Association;
- records and distributes minutes of Board of Directors and General meetings;
- keeps meeting attendance records;
- maintains archival records including minutes, statements, reports and correspondence.

SECTION 7.02 DIRECTORS: The duties of each Director at Large are ascribed by the Board of Directors from time to time.

SECTION 7.03: COMMITTEES. The Association may establish Committees as deemed necessary to pursue its stated objectives. The Board of Directors shall appoint Members of Committees.

## **ARTICLE VIII. Governance**

### SECTION 8.01: By-laws & Rules

8.1.1 Acceptance of these By-laws shall be by a minimum two-thirds (2/3) majority vote of those present at a general meeting of the Members of The Association, provided written copies of the By-laws and written notice of the meeting are given to Members of The Association at least fifteen (15) days prior to the meeting.

8.1.2 : These By-laws may be amended by a minimum two-thirds (2/3) majority of the Members of The Association present and voting at a general meeting provided written copies of the By-laws amendments and written notice of the meeting are given at least fifteen (15) days prior to the meeting.

8.1.3 : The Board of Directors may prescribe By-law amendments and such rules not inconsistent with these By-laws relating to the governance, management and operation of The Association as it deems expedient provided that such By-law amendments have force and effect until the next Annual General Meeting of the Members when they shall be confirmed. In default of such confirmation, amendments will cease to have force and effect.

8.1.4 : To expedite the conduct of business at meetings Members shall conduct themselves in an orderly fashion and respect the authority of the Chair. Robert's Rules of Order shall be deemed to apply in all matters unless they conflict with these By-laws, in which case these By-laws shall take precedence.

8.1.5 : All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or persons whether or not an Officer of The Association and in such manner as the Board of Directors may from time to time designate.

8.1.6 : Non-compliance with the By-laws of The Association may result in termination of the Membership of the offender, upon a minimum two-thirds (2/3) majority vote by the Membership of The Association. Under no circumstance will noncompliance with any

section of these By-laws constitute the forfeiture of the rights of The Association to exist or the rights of The Association to enforce the By-laws of The Association.

8.1.7 : Execution of instruments: Contracts, cheques, drafts, orders for payment and all instruments requiring signatures shall be signed by two Officers or persons whether or not an Officer and in such manner as the Board of Directors may from time to time designate. Contracts, documents and instruments in writing so signed shall be binding upon The Association without further authorization. The Board of Directors shall have power from time to time by resolution to appoint any Officer or Officers, persons or persons to sign contracts, documents and instruments in writing generally or sign specific contracts, documents or instruments in writing on behalf of The Association.

#### **ARTICLE IX. Fiscal Year**

The fiscal year of The Association starts on July 1 and ends on June 30.

#### **ARTICLE X. Meetings of Members**

SECTION 10.01: FIRST GENERAL MEETING: A special initial general meeting shall be called by the interim Annual General Meeting planning Committee where the order of business shall be to elect a Board of Directors and approve the By-laws.

SECTION 10.02 ANNUAL GENERAL MEETING: The Board of Directors shall convene an Annual General Meeting of the Membership within six (6) months of its First General Meeting. Subsequent Annual General Meetings shall be held no later than 90 days after the Associations fiscal year end.

SECTION 10.03: SPECIAL MEETINGS: Special meetings of the Members may be called by the President, by a majority of the Board of Directors or by twenty five (25) or more of the Members entitled to vote.

SECTION 10.04: NOTICE OF MEETINGS: A written or printed notice of each meeting, stating the place, day, and hour of the meeting, shall be given by the Secretary of The



Association, or by the person authorized to call the meeting. This notice shall be given at least fifteen (15) days before the date selected for the meeting.

SECTION 10.05: PLACE OF MEETINGS: Meetings of the Members shall be held at any place the Board of Directors may from time to time select.

SECTION 10.06: QUORUM: The Members present at any properly announced meeting shall constitute a quorum at such meeting, notwithstanding the presence of the majority of the Board of Directors to allow proceedings to be validly and effectively conducted.

SECTION 10.07: VOTING: All issues shall be decided by a majority vote of Members present at the meetings except as otherwise specifically indicated in these By-laws.

## **ARTICLE XI. Budget and Finances**

SECTION 11.01: The yearly operating Budget of The Association shall be prepared by the Treasurer, then presented to the Board of Directors for ratification prior the approval by Members at the Annual General Meeting.

SECTION 11.02: The Officers or other persons designated under these By-laws shall be the signing authorities on The AssociationTs bank accounts. Two signatures of Officers are required on all cheques, and all cheques must be signed by either the President or the Treasurer, unless otherwise authorized by the Board of Directors as stated in SECTION 8.1.7. However, any cheque payable to an Officer or a Director at Large or to a person with whom an Officer or a Director at Large is legally related shall not be signed by that Officer or a Director at Large.

SECTION 11.03:

i) Approval by a simple majority of the Board of Directors is required for:

- any single expenditure not included in the approved Budget that exceeds \$100.00; and
- any single expenditure included in the approved Budget that is anticipated to be over-expended by the greater of \$100.00 or 10% of the amount included in the approved Budget for that expenditure.

ii) Notwithstanding i) above, the Board of Directors may proceed with an expenditure for which approval is required under those clauses insofar as the expenditure is required in an emergency situation to protect The Association, provided that such expenditure is then ratified as soon as is feasible under clause i) as applicable.

SECTION 11.04: FINANCIAL REPORTS. Annual Financial Reports shall be prepared by the Treasurer and presented to the Members for approval at the Annual General Meeting.

## **ARTICLE XII. Books and Records**

The Board of Directors shall cause minutes to be made in books provided for that purpose:

- i) all appointments of Officers made by the Board;
- ii) names of the Members of the Board of Directors present at each meeting and of any Committee;
- iii) all resolutions and proceedings of all General meetings, meetings of the Board of directors and any Committees; and
- iv) a register of all Members.

## **ARTICLE XIII. Indemnification of Officers and Directors at Large**

SECTION 13.01: Neglects or Defaults. No Officer or Director at Large shall be liable for acts or receipts of any other Officer or Director at Large or employee or volunteer.

SECTION 13.02: Officers and Directors at Large, who on direction of the Board of Directors, undertake any liability on behalf of The Association shall be indemnified and saved harmless from and against all expenses which such Director(s) at Large sustain or incur, or about any action, suit, or proceeding which is brought, or prosecuted against him or in respect to any act, deed or matter made, done, or permitted by him in or about the execution of the duties of an Officer or Director at Large, except such costs as are occasioned by his own wilful neglect or default.

SECTION 13.03: The Association shall purchase and maintain such insurance for the benefit of its Officers or Directors at Large, as the Board of Directors may determine from time to time.

**ARTICLE XIV: Dissolution**

Upon the dissolution of The Association and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to one or more recognized charitable organisations which carry on their work solely in Canada.