

Westboro Community Association

BY-LAWS

Article 1 - Name and Head Office

- 1.1 The name of this association shall be the “Westboro Community Association”, hereinafter referred to as “the Association” or “WCA”.
- 1.2 The Association is a corporation without share capital incorporated by Letters Patent under the laws of Ontario, bearing corporation number 307397.
- 1.3 The Head Office for the Association shall be in the City of Ottawa, Province of Ontario, and at such place therein as the Board of Directors may determine from time to time.

Article 2 - Purpose and Objectives

- 2.1 The purpose of the Association is to positively and actively influence the development of the Westboro community for the well-being of its residents, property owners, business owners and visitors.
- 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 Westboro regarding the interests of the community.
 - b) Fostering a strong community for residents, business owners, property owners and visitors to Westboro.
 - c) Interacting with various levels of government to promote the interests of the Westboro community including participating in community design and planning processes and fairly representing the Westboro Community during formal or informal consultations with interested parties.
 - d) Collecting and dispersing information of importance to members of the Community.
 - e) Encouraging positive social, recreational, cultural, artistic and commercial activities in Westboro.
 - f) Communicating and cooperating with other community groups in the surrounding area to the benefit of the Westboro 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 Westboro is a neighbourhood in the City of Ottawa. The boundaries for determining membership in the Association shall be:
- a) the west side of Tweedsmuir Avenue;
 - b) the east side of Golden Avenue;
 - c) the north side of Carling Avenue; and
 - d) the south side of the OC Transpo Transitway.

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 upon payment of an annual membership fee.
- 4.2 The Board is authorized to determine annual membership fees from time to time. The membership year shall commence on June 1st of each year.
- 4.3 The Association shall maintain a list of names and contact information for members in good standing. A member in good standing is a member who has paid his or her annual membership fees for the current year.
- 4.4 An individual who is a member in good standing is eligible to vote at General Meetings of the Members, bring or second motions at General Meetings of the Members and serve on the Association's Board of Directors.
- 4.5 An individual who is not a resident or residential property owner within the Association's boundaries may apply to be an Associate Member of the Association. Associate Members are not entitled to vote at General Meetings and may not serve on the Association's Board of Directors.
- 4.6 A member may terminate his or her membership with the Association in writing before the expiry of the membership year.
- 4.7 Membership may be revoked by a two-thirds majority vote of the Board of Directors for reasons of misconduct or the pursuance of activities contrary to the purpose and objectives of the Association.
- 4.8 Members who terminate their membership or whose membership is revoked will not be entitled to return of any membership fees.

Article 5 - General Meetings of the Members

- 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, reviewing financial statements and reviewing the report of the auditors, deciding on arrangements for an audit or financial view for the following year and transacting or discussing other business of the Association.
- 5.2 The Annual General Meeting shall normally be held in the month of September or October, where possible.
- 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 shall be notified in writing by sending a notice to the last mailing address or electronic mail address provided by the member to the Association. Notice by electronic mail shall satisfy the obligation to notify members. The requirement for public notice of a General Meeting may 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 sufficient 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 ten (10) members of the Association in good standing or ten (10) percent of members in good standing, whichever number is greater.
- 5.5 A member in good standing who is unable to attend an Annual General Meeting may give his or her written proxy to another member in good standing in a form to be prescribed by the Board of Directors. A member in good standing may hold not more than five (5) proxies to vote on behalf of other members at a General Meeting of the members.
- 5.6 At an Annual General Meeting, members shall elect ten (10) members of the Board of Directors. Nominations may be made in writing in advance and will be accepted from the floor. Elections shall be by secret ballot.
- 5.7 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 in good standing.
- 5.8 Decisions at a General Meeting, other than election of Board of Directors, shall be taken by way of show of hands 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 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 one year.
- 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 of remaining Board members.
- 6.5 The Association shall have standing committees including an Executive committee made up of the Association's Officers, an Audit and Financial Review Committee and a Nomination Committee.
- 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 in good standing 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 or associate 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 corporation 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 (i.e. five (5)).
- 7.4 Decisions of the Board of Directors shall be made by way of majority vote of all Directors present except for the Chairperson. In the event of a tie vote, the Chairperson shall cast a deciding vote.
- 7.5 A resolution in writing, signed by all Directors entitled to vote on that resolution at a meeting of Directors or signed by all Members entitled to vote on that resolution at a meeting of the Corporation, is as valid as if it had been passed at a meeting of the Board or a meeting of the Association, respectively.
- 7.6 The Board shall record Minutes of its meetings and such Minutes shall be made available to members in good standing 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:

Chairperson (President)

Vice-Chairperson (Vice-President)

Secretary

Treasurer

- a) **Chairperson:** The Chairperson shall preside over all Association and Board meetings; shall be the chief representative of the Association; and shall be responsible for the overall operation and effectiveness of the Association. The Chairperson is a signing officer of the Association and shall not vote at meetings unless the result of such a vote is inconclusive.
 - b) **Vice-Chairperson:** The Vice-Chairperson shall assist the Chairperson in carrying out their responsibilities and shall represent the Chairperson and/or chair meetings of the Board/Association in the absence of the Chairperson.
 - c) **Secretary:** The Secretary shall be responsible for the recording of minutes 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 a monthly 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 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 All cheques or contracts shall be signed by two Officers who have been authorized to sign by a resolution of the Board.
- 9.4 Expenditures and contractual liabilities on behalf of the Association may be authorized as follows:
- a) A majority of the Executive Committee may authorize an expenditure or the entering of a contract with a value of up to \$500.00 provided that the expenditure or contract is reported to the Board of Directors at its next meeting;
 - b) A majority of the Board of Directors is required to authorize expenditures or the incurring of contractual liability in an amount greater than \$500.00.

Article 10 – Auditors

- 10.1 At each Annual General Meeting, the members shall appoint an auditor to review the accounts and annual financial statements of the Association for report to the members at the next Annual General Meeting. The remuneration of the auditor shall be fixed by the Board of Directors. The members may appoint two members of the Association who are not members of the Board of Directors and are not immediate family members of any members of the Board of Directors to fulfill this obligation.

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 corporation, 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 two-thirds majority at an Annual General Meeting of the Members.
- 12.2 Proposed amendments to this Constitution 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 to members at the Annual General Meeting.

Revised: October 19, 1995

Revised: September 19, 2007