

# VANIER COMMUNITY ASSOCIATION BY-LAWS

## OBJECTIVES OF THE ASSOCIATION:

- Promoting the best interests of the community;
- Acting as a voice for the membership and the community as a whole;
- Organizing workshops, programs or events for the benefit of the membership and citizens of Vanier;
- Collaborating with other community organizations;
- Pursuing the on-going development of the Association.

## ARTICLE 1: DEFINITIONS

1.1 **Association:** The Vanier Community Association ("The Association").

1.2 **Vanier:** For the purpose of these By-Laws, Vanier shall be considered the Boundaries of the former city of Vanier.  
See attachment.

1.3 **Member:** There is one category of membership of the Association and they will be referred to as regular members.

1.4 **Board of Directors** ("the Board"): The Board shall consist of all elected members of the Board

1.5 **Executive:** The Executive shall consist of the President, Vice-president, Treasurer and Secretary.

## ARTICLE 2: HEAD OFFICE

The Head Office of the Association shall be in Vanier in the city of City of Ottawa, in the Province of Ontario, and at such place therein as the Board shall from time to time determine.

## ARTICLE 3: CONDITIONS OF MEMBERSHIP

3.1 Membership in the Association is open to all residents and/or property owners of Vanier, eighteen years of age and over.

3.2 Membership in the Association shall be contingent on signed agreement to the principles of the Association.

3.3 Members are entitled:

- To exercise one (1) vote at all meetings of the general membership of the Association;
- To run for membership on the Board of Directors and
- To speak at all meetings of the Association if they have requested, prior to the meeting and if there is time available on the agenda ,

3.4 The Board may, from time to time, by resolution, determine the amount of the membership fee.

3.5 A Member shall cease to be a Member if:

he/she resigns from the Association by delivering a written, verbal or electronic resignation to the President or Secretary;

or the Member ceases to meet the conditions of membership;

or upon death.

#### **ARTICLE 4: BOARD OF DIRECTORS**

4.1 The property and affairs of the Association shall be managed by a Board of Directors ("the Board") consisting of between 8-12 elected members.

4.2 A simple majority of Board members holding office, at least one of whom is an Executive member, shall constitute quorum for Board meetings.

4.3 Board members shall not receive any remuneration for their services.

4.4 Board members are to be eligible for re-election.

4.5 The office of a Board member shall automatically be vacated if the Board member:  
 --resigns from office by delivering a written resignation to the President or to the Secretary  
 --if the Board member ceases to be a member of the Association;  
 -- if the Board member is absent without notice from two (2) consecutive board meetings, unless otherwise authorized by the Board.

4.6 If a vacancy occurs in a Director position for any reason, the Board may appoint a regular Member to fill the vacant position until the next Annual General Meeting of the Association.

#### **ARTICLE 5: ELECTIONS**

5.1 All Candidates for the Board shall be Regular Members of the Association.

5.2 Not less than one (1) month before the Annual General Meeting the Board shall establish a Nominating Committee to solicit nominations for positions on the Board. The Nominating Committee shall ensure, to the fullest extent possible, that candidates reflect the diverse heritage and culture of Vanier.

5.3 Members will be elected for a one or two year term.

5.4 The Nominating Committee will recommend to the general membership the number of board positions to elect and the terms of office to ensure Board continuity.

## **ARTICLE 6: EXECUTIVE COMMITTEE**

6.1 The Executive Committee of the Association ("the Executive Committee") shall be the President, Vice-President, Secretary, and Treasurer, all of whom must be Board members. Quorum for the Executive Committee shall be a majority of these Officers.

6.2 Executive positions are elected by Board members at the first official board meeting following the Annual General meeting. Terms for executive positions shall be one year.

6.3 The Board may, at its discretion, remove any Director or appoint Directors to fill any vacancies on the Executive Committee.

6.4 The responsibilities of the Executive Committee shall include the following:

--the formulation of policies for approval by the Board in matters not specifically delegated to a Committee;

--day-to-day administration of the Association in matters not specifically reserved for the Board or a Committee;

--other matters referred to it from time to time by the Board;

---report its actions and decisions to the Board meeting following the Executive Committee meeting.

6.5 All Executive Committee members will be signing officers. All transactions will require any two of the signatures.

## **ARTICLE 7: DUTIES OF OFFICERS**

7.1 **PRESIDENT:** The President shall preside over all meetings of the Association and of the Board.

The President shall have the right of a vote in the event of a tie. The President shall be the spokesperson of the Association in matters relating to the actions and positions of the Association unless he or she delegates such responsibility.

7.2 **VICE-PRESIDENT:** In the absence of the President, the Vice-President shall have all powers and perform all duties of that office. The Vice-President shall assist the President in the general functioning of the Association.

7.3 SECRETARY: It shall be the responsibility of the Secretary to:

- keep minutes of the Annual and Special General Meetings and of meetings of the Board.
- keep records of and table all correspondence to and from the Association at meetings of the Board,
- deliver all documents relating to the Association to his or her successor on ceasing to hold office.
- give notice of meetings of the Board.
- ensure that a list of membership is maintained and up-to-date;
- Give notice of meetings of the Association to the membership and arrange public notice of Association meetings as required and as determined by the Board.

7.5 TREASURER: It shall be the responsibility of the treasurer to:

- maintain all finances and financial records of the Association.
- provide periodic statements of the financial situation of the Association for the information of the Board and
- provide financial statements, signed by the Treasurer and the President, to the Membership at the time of the Annual General Meeting.

At an Annual General Meeting or a Special General Meeting the membership, by majority vote, may call for and initiate an audit of the Association finances and financial records.

## **ARTICLE 8: COMMITTEES**

8.1 The Board may create one or more standing and/or *ad hoc* Committees. All Committees created by the Board shall have written terms of reference approved by the Board. All Committees, except for the Executive Committee, shall be open to all Members of the Association. Such Committees shall cease to exist after an Annual General Meeting unless appointed or reappointed by the Members at a General or Annual General Meeting or reconstituted by the Board.

8.2 No Committee shall have fewer than three (3) members, one of whom must be a member of the Board. Unless the Board otherwise stipulates, the President shall be a member *ex officio* of all Committees.

8.3 Board Members shall identify the Committee or Committees they wish to work with at the first meeting of the Board subsequent to the Annual General Meeting and/or identify which committees are required to carry out the tasks of the Association.

8.4 Each Committee shall determine its own internal organization, subject to direction as from time to time may be given by the Board.

8.5 Each Committee shall make regular reports of its activities to the Board and as directed by the Board.

8.6 Where a Committee produces revenue or incurs expenses, the Committee shall prepare an annual budget for approval by the Board.

## **ARTICLE 9: MEETINGS**

9.1. MEMBERSHIP: The Association shall hold an Annual General Meeting, open to the public and publicly advertised at intervals of no more than fourteen (14) calendar months. Every attempt will be made to notify the membership by mail or electronically at least fourteen (14) days in advance of the date of the Meeting.

9.2 Special General Meetings may be called by the Board and shall be called by the President within twenty (20) days of receipt of a written request for such Meeting by a minimum of 25% of the membership. All Members shall be notified by mail or electronically at least fourteen (14) days in advance of the date of the Meeting.

9.3 At Association General Meetings, only Association members may put forward motions and vote. Quorum for Association General Meetings shall be 25% of the registered membership.

9.4 BOARD: There shall be regular Meetings of the Board, preferably on a monthly basis, but in no event shall Meetings be held less than once every two months.

9.5 All Meetings of the Board shall be open to the public, unless matters relating to personnel, litigation or other sensitive issues are being discussed, in which case the Board may move *in camera* to deal with that issue.

9.6 Oral, written or electronic notice of all Meetings of the Board shall be given to each Board member, preferably with an Agenda, by secretary or the President at least three (3) days in advance of the date of the Meeting.

9.7 At the Meetings of the Board, only the President and Directors may put forward motions and vote.

9.8 EXECUTIVE: There shall be regular Meetings of the Executive Committee, preferably on a monthly basis, but in no event shall meetings be held less than once every two months

9.9 Oral, written or electronic notice of all Meetings of the Executive Committee shall be given to each executive member preferably with an Agenda, at least three (3) days in advance of the date of the Meeting.

## **ARTICLE 10: AGENDA FOR THE ANNUAL GENERAL MEETING**

The agenda for the Annual General Meeting shall include, but not be limited to, the following items: the election of directors, reports giving an overview of the accomplishments over the previous year and goals for the coming year. The agenda shall also include reports from the following individuals: the President, the Treasurer, the Secretary, the chairs of all standing committees, if any, and bylaw amendments and resolutions, if any.

#### **ARTICLE 11: ERRORS OR OMISSIONS**

No error or omission in notice of any meeting or any adjourned meetings shall invalidate such meeting or make void any proceedings there at and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings there at. For the purpose of sending notice to any Member, Director or Officer, it shall be sufficient if such notice is sent to that person's last address or electronic address in the records of the Association.

#### **ARTICLE 12: FINANCES AND PROPERTY**

12.1 The Board 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, except as limited by the Membership, and for this purpose, the Board may delegate to any one or more Board members the authority and power to enter into contracts, agreements, leases and any other transactions on behalf of the Association, provided that all financial transactions of the Association, except deposits to Association accounts, shall require at least two signing officers.

12.2 The fiscal year of the Association shall end on March 31<sup>st</sup> of each calendar year.

12.3 All expenditures from Association funds shall be authorized by a motion of the Board either through an annual budget or a specific authorization or delegation to the Executive or other Board established Committee. Such motions shall specify the maximum amount authorized, the period of authorization and the purpose or activity to be funded.

12.4 The Association shall maintain an account at a financial institution chosen by the Board. 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 account.

12.5 The President, Vice President, Treasurer, and Secretary will be signing officers. All financial transactions of the Association, except deposits to Association accounts, shall require the signatures of at least two signing officers.

#### **ARTICLE 13: BYLAWS, RULES AND REGULATIONS**

13.1 For the purpose of amending these By-laws or creating new by-laws, a notice of motion shall be sent to all Members at least fourteen (14) days in advance of the date of the meeting. All motions at such meetings require a two-thirds (2/3) majority of the members present at the meeting.

13.2 The Board may adopt other rules and regulations that are consistent with these By-Laws and the Objectives of the Association as it deems necessary from time to time for the conduct of business of the Association.

13.3 In all matters not governed by these By-Laws or other rules and/or regulations of the Association, *Robert's Rules of Order*, current edition shall govern.

#### **ARTICLE 14: BYLAW REVIEW**

The President shall ensure that a bylaw review (and, if necessary, bylaw amendment) is undertaken no less than every five (5) years from file date the membership approves these By-laws.

#### **ARTICLE 15: 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 charitable non-profit organizations which carry on work in Vanier of a nature consistent with the Objectives of the Association.

#### **ARTICLE 16: CONFLICT OF INTEREST**

16.1 Any Board member who has a financial interest in any contract or transaction to be approved by the Board shall declare such an interest at the Board Meeting at which the contract or transaction would be discussed, and shall absent themselves from the Meeting during the discussion of that item and Refrain from voting on that item.

16.2 Each Board member shall consider that his or her primary allegiance in the conduct of business of the Association shall be to the Association. If the Board member's membership in any other organization would affect his or her judgment on any item before the Board, the Board member shall declare that membership and shall refrain from voting on that item.

#### **ARTICLE 17: 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.