

CARLINGTON COMMUNITY ASSOCIATION BY-LAWS

As adopted at the Annual General Meeting on May 9, 2006
As revised at a General Meeting held to consider the bylaws on April 18, 2017

Commented [ADV1]: Proposed adjustments flagged. These changes will be voted on during the 2021 CCA Annual General Meeting.

Definition of Terms

Act: The Act refers to the Ontario *Corporations Act*, RSO 1990, c. C.38, or the Ontario *Not-for-profit Corporations Act, 2010*, SO, 2010, c. 15, whichever is governing the Association at the time of reading the bylaws

Association: The Association refers to the Carlington Community Association

Executive Committee: The Executive Committee of the Association is comprised of the President, Vice-President, Secretary, and Treasurer

Member in Good Standing: A member in good standing of the Association is an individual who signs up or renews his membership with the Association on an annual basis and pays any applicable annual membership dues. A member in good standing of the Association must comply with the by-laws of the Association.

Article 1 NAME

- 1.1 This association shall be known by the name Carlington Community Association, and is referred to hereinafter as "the Association".
- 1.2 The Association is a corporation without share capital incorporated by Letters Patent under the laws of Ontario, bearing corporation number 1380948.

Article 2 OBJECTS

The objects for which the corporation (the Association) is incorporated are:

- to promote the interests of the community in the decision-making process at all levels of government;
- to encourage a sense of community among all residents of Carlington; and
- to work with representatives of other groups in the area, such as tenant, recreational, church and school associations in the pursuit of common goals; and such other complementary purposes not inconsistent with these objectives.

Article 3 BOUNDARIES

3.1 For the purposes of membership in the Association, the boundaries of Carlington are deemed to be:

NORTH: Carling Avenue, from the intersection with Fisher Avenue, west to Clyde Avenue. This boundary is enlarged to include residential development at the site of the Westgate Shopping Center for a period of five (5) years from the date of

Commented [A2]: Proposed adjustment based on the recommendation of the Board following a review of boundary options. The map on the CCA website will need to be adjusted to reflect these boundaries.

approval of these bylaws. After this date, the CCA will reconsider the inclusion of residences in this geographic area.

WEST: Clyde Avenue, south from Carling Avenue continuing in a direct line to the National Capital Commission (NCC) bicycle path (which runs between Copeland Park and Carlington).

SOUTH: the NCC bicycle path, from a point between the two sections of Clyde Avenue, east to Merivale Road and the Northern boundary of the Experimental Farm between Merivale Road and Fisher Avenue. ~~The area will also include Merivale Manor at 1220 Merivale Road.~~

EAST: Fisher Avenue, from the NCC bicycle path (just south of Trent Street), north to Carling Avenue.

For the purposes of this definition, the boundary of Carlington shall be deemed to be in the middle of the streets that form the perimeter.

Article 4 HEAD OFFICE

The Head Office of the Association shall be in the City of Ottawa in the Province of Ontario.

Article 5 OPERATING YEAR

The operating year for the Association shall run from 1 May until 30 April of the following calendar year.

Article 6 MEMBERSHIP

6.1 Individual membership in the Association shall be open to persons, aged 18 years or older, who reside within the boundaries of Carlington.

6.2 Annual membership fees shall be determined by the Board of Directors and shall be payable as of 1 May of each year.

6.3 Any member may withdraw from the Association by delivering to a member of the Executive Committee a written resignation. Members who do not submit a request for renewal along with any relevant fees, will also be deemed to have withdrawn.

6.4 Each member in good standing of the Association shall be entitled to one vote on any matter raised for a vote at a general meeting of the Association.

6.5 No member has the right to speak for the Association unless delegated by the Board of Directors to do so on a specific issue.

Commented [A3]: Proposed adjustment to reflect the fact that the CCA no longer requires membership fees. Non-paying members must submit a renewal form, but members who do nothing (i.e. no form and/or no payment) lose their standing as members.

6.7 The complete list of members' addresses, telephone numbers and e-mail addresses shall be kept confidential for use by the Board of Directors for communications relating to the business of the Association. The membership list shall not be sold or otherwise made available to any other organization or to any individual who is not a member of the Board of Directors of the Association.

Article 7 ~~MEMBERS'~~ MEETINGS

7.1 General meetings ~~of members~~ may be held either in-person or by electronic means. Directors may determine any date and any place (including virtual spaces) in the City of Ottawa to hold such meetings, on any date and at any place in the City of Ottawa as the Board of Directors may determine. General meetings shall be open to the public (including all residents and business owners in the Carlington area). Any member who establishes a communications link to an electronic meeting is deemed to be present at the meeting. Only those who are members in good standing at the beginning of the meeting may propose or second a motion and vote.

7.2 There shall be three types of general meetings:

- annual general meeting
- regular general meetings, and
- special general meetings.

7.3 The annual general meeting shall be held in the month of May each year. At every annual general meeting, in addition to any other business that may be transacted, the report of the directors and the financial statement shall be presented, and the directors, including the president (if relevant), for the ensuing year shall be elected.

7.4 In addition to the annual general meeting, there shall be a minimum of three regular general meetings in each year. The Board of Directors shall have the power to call such meetings at any time or may establish a regular schedule of such meetings.

7.5 Directors may call special general meetings. Additionally, Directors shall call a special general meeting of members to deal with one specific issue only shall be called by the Board of Directors within thirty (30) days of a written request by 10 percent or more of members. No other business shall be conducted at such meetings. A request by members for a special meeting must provide sufficient, relevant information to enable the members to be reasonably informed of the issue prior to the meeting.

7.6 A quorum for any general meeting shall be 10 members or 10 percent of the membership, whichever is greater.

7.7 A majority of votes cast by members in good standing present shall determine the questions in the meeting except where the vote or consent of a greater number of members is required by the Act or by these by-laws. A tie vote shall be recorded as such and the

Commented [A4]: Proposed adjustment as "members" meetings are actually open to non-members as well. This type of language has been adjusted throughout the document.

Commented [A5]: Proposed adjustment to clarify that CCA meetings can happen electronically. Both the Ontario Corporations Act and the Ontario Not for Profit Corporations Act allow for meetings by electronic means if a corporation's bylaws allow for this to occur.

Commented [A6]: Proposed adjustment as the President is only be voted in on alternative years.

Commented [A7]: Proposed adjustment to clarify that directors can call special meetings

Commented [A8]: Proposed adjustment to reflect the fact that when CCA membership is low, 10% can be a very small number (i.e., 4-5 people based on current membership)

motion shall be defeated. Voting shall be by show of hands ~~or other electronic means as appropriate~~ unless a secret ballot is requested by 10 percent of the members present.

Commented [A9]: Proposed adjustment to reflect the opportunity for electronic voting in online meetings.

7.8 Proxy votes shall be permitted.

7.9 Fourteen (14) days written or e-mail notice shall be given to each member of any annual general meeting or general meeting ~~of members~~. In the case of regular general meetings, an established schedule shall be deemed due notice. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.

7.10 For purpose of sending notice to any member, director or officer for any meeting or other purpose, the address of the member, director or officer shall be his last municipal or e-mail address provided to the Association. No error or omission in giving notice of any annual general meeting, regular general meeting, ~~or~~ special general meeting shall invalidate any decision made at such meeting.

Article 8 BOARD OF DIRECTORS

8.1 The property and business of the Association shall be managed by a Board of Directors comprised of ~~up to nine~~ directors, including the president. Directors must be members in good standing of the Association. The immediate past president may be an honorary non-voting member of the Board of Directors ~~for a period of one year until the appointment of a new president.~~

Commented [A10]: Proposed adjustment to reflect the fact that the Board is not always comprise of a full 9 members.

Commented [A11]: Proposed adjustment for the past president to be present in an advisory role for a period of one year.

8.2 The responsibilities of the Board of Directors are

- to convene an annual general meeting and such other regular or special meetings as are required by the by-laws;
- financial management of the assets and liabilities of the Association and making arrangements for a financial audit or review;
- to establish a nominating committee each year no later than two months before the annual general meeting. The chair of the nominating committee shall not be the incumbent president or vice-president and need not be a member of the Board of Directors;
- strategic planning for the Association,
- the day-to-day management of the Association,
- ~~to represent the Association on issues related to the community,~~
- ~~to represent the Association at meetings with individuals or other organizations,~~
- ~~to form committees or supervise projects of the Association.~~

Commented [A12]: Proposed adjustment as these points are subsumed within the preceding bullet point.

At the invitation of the board, the past president may provide continuity by means of advice and historic background.

8.3 Members of the Board of Directors, including the president, shall be elected for terms of two years by the members at the annual general meeting. ~~Directors terms shall be staggered so that a maximum of four directors will stand for election at any given annual~~

Commented [A13]: Proposed adjustment to clarify voting process as it has been understood to since the 2017 revision process.

general meeting. If a Director is being elected to fill the remainder of a vacant term then he or she may be elected for a one-year term.

Nominations may be made in advance and will also be accepted from the floor. Elections shall be by secret ballot. Members may cast one (1) vote for president and one (1) vote per candidate to a maximum of eight for directors.

- For the position of president, the candidate with a simple majority of votes cast shall be elected.
- For the remainder of the Board, the candidates receiving the most votes (up to a maximum of ~~48~~ candidates at each AGM) shall be elected to office.
- If the number of candidates is equal to or fewer than the number of open positions then the nominating committee may ask for the list of candidates to be voted in by acclamation.
- In the case of a tie, additional vote(s) shall be required.
- The Vice-President, the Secretary, and the Treasurer shall be appointed from among the Board of Directors at the first Board of Directors meeting following the annual general meeting.

Commented [A14]: Proposed adjustment to reflect the understanding and practice of elections since the 2017 revisions.

8.4 All Executive Committee members shall be limited to serving a maximum of two consecutive terms in their role. After which time, they may continue to serve on the Board but in a different capacity.

8.5 The office of director shall be automatically vacated if:

- at a special general meeting of members, after the director has had an opportunity to be heard, a resolution is passed by two-thirds (2/3) of the members present at the meeting that the director be removed from office;
- a director has resigned his office by delivering a written resignation to a member of the Executive Committee of the Association;
- a director is found by a court to be of unsound mind;
- a director becomes bankrupt or suspends payment or compounds with his creditors;
- the director dies.

8.6 If any vacancy occurs for any reason,

- the president shall be succeeded by the vice-president;
- the Board of Directors may, by majority vote, appoint a member of the Association to fill any other vacancy.

These appointments shall be in effect until the next annual general meeting.

8.7 The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties.

8.8 A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

8.9 The Board of Directors of the Association 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 as hereinafter provided, generally 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.

8.10 The Board of Directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the Board of Directors may prescribe.

8.11 The Board of Directors shall 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 for the purpose of furthering the objects of the Association.

8.12 The Board of Directors may appoint such agents and engage such employees as it shall deem 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.

8.13 The Board of Directors may appoint committees and may specify the terms of reference and delegated powers of such committees. Committee Chairs will normally be members of the Board of Directors, but may be ordinary members. The Board may invite non-members to sit without vote on Committees as advisors. Committees report to the membership through the Board and may be required by the Board to make a report at a general meeting.

8.14 Remuneration for all officers, agents and employees and committee members shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

Article 9 DIRECTORS' MEETINGS

9.1 The Board of Directors may meet ~~either in person or by electronic means. Director may determine any date and any place (including virtual spaces) in the City of Ottawa to hold such meetings so long as at any time and place to be determined by the directors provided that~~ forty-eight (48) hours notice of such meeting is given to each director or according to an established regular schedule. There shall be at least ~~six (6) one (1)~~ meetings

Commented [A15]: Proposed adjustment to reflect the language for general meetings in allowing for either in person or electronic meetings.

Commented [A16]: Proposed adjustment to reflect practice of the Board of Directors.

per year of the Board of Directors. Meetings shall be at the call of the president or at the request of two or more directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Association shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.

9.2 Quorum for meetings of the Board of Directors shall be a majority of directors in office. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Association.

9.3 ~~Any~~ resident of Carlington or invited guests can attend meetings of the Board of Directors as observers. Such attendees shall not contribute to the conversation unless asked to do so.

Commented [A17]: Proposed adjustment to reflect CCA practice.

Article 10 INDEMNITIES TO DIRECTORS AND OTHERS

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; (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 wilful neglect or default.

Article 11 DUTIES OF THE EXECUTIVE COMMITTEE

In addition to their responsibilities as member of the Board of Directors, members of the Executive Committee shall have additional duties as defined below. The Board of Directors may assign additional responsibilities to any position.

11.1 The president shall be the chief executive officer of the Association. The president shall call and preside at all meetings of the Association and of the Board of Directors. The president shall have the general and active management of the affairs of the Association. The president shall see that all orders and resolutions of the Board of Directors are carried into effect.

11.2 The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed by the Board of Directors.

11.3 The treasurer is responsible for care and custody of the funds and other financial assets of the association and for making payments for all approved expenses incurred by the association. The treasurer maintains books of the accounts which shall be made available for inspection by members at any reasonable time on request. At each annual general meeting, the treasurer shall present an account of the finances of the association and a budget for the following fiscal year, which shall include any consequent recommendations for changes in the annual dues paid by members. The treasurer shall maintain the membership list.

11.4 The secretary is responsible for general correspondence and for internal communication within the association. If a meeting secretary is not appointed, the secretary issues notices and agenda, and prepares, maintains and distributes minutes for the meetings of the general membership and of the Executive Committee. The secretary maintains the minute book of the Association.

Article 12 MINUTES OF BOARD OF DIRECTORS

The minutes of the Board of Directors shall be available to the general membership of the Association.

Article 13 FINANCIAL ADMINISTRATION

13.1 Unless otherwise ordered by the Board of Directors, the fiscal year of the Association shall be from 1 May until 30 April following.

13.2 The Association shall maintain an account at a financial institution for general operations. Collections made on behalf of the Association and profits accruing from any activities carried on in the name of the Association shall be turned over promptly to the Treasurer for deposit in the Association's bank account.

13.3 Expenditures on behalf of the Association shall be authorized as follows.

- Up to \$200 may be authorized by the president or by the vice-president in the president's absence
- The Board of Directors can approve spending up to \$1000 if the Association's total assets total \$4000 or less. If the Association's assets total more than \$4000, this spending limit increases to 25 percent of the Association's total assets. Any vote by the Board of Directors in relation to spending must pass by a 2/3 majority of Directors present at the vote.

13.4 All cheques shall be numbered and shall be signed by any two directors who have been accorded signing authority by the Board.

13.5 All accounts shall be submitted to the treasurer and all payments shall be covered by a receipt. Accounts for all expenditures shall be presented by the treasurer for approval

at a meeting of the Board of Directors, which shall satisfy itself that the expenditures have been properly incurred.

Article 14 EXECUTION OF DOCUMENTS

Contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by any two ~~directorsofficers~~. Those that commit the Association to financial obligation must be authorized in accordance with the level of expenditure as defined in Article 13.3 (Financial Administration). All contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Association to sign specific contracts, documents and instruments in writing. The secretary shall retain all documents as part of the official record of business of the Association.

Commented [A18]: Proposed adjustment to match the language in 13.4

Article 15 AUDITORS

If the Association's annual revenue requires, as specified by the relevant Act, then an audit or financial review will be carried out. In this situation, the members shall, at the relevant annual general meeting, appoint an auditor or two members who are not directors to review the accounts and annual financial statements of the Association for report to the members at the next annual meeting. The remuneration of the auditor shall be fixed by the Board of Directors.

Article 16 BOOKS AND RECORDS

16.1 The directors shall see that all necessary books and records containing information related to the corporation, including, but not limited to, general ledgers, meeting minutes, invoices, receipts, contracts, deposit slips, bank statements, accounting documents, governing documents, and operating budgets, are regularly and properly kept.

16.2 The financial accounts and other books of the association shall be made available for inspection by members upon reasonable request at a time that is mutually convenient.

Article 17 RULES AND REGULATIONS

The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual general meeting of the members of the Association when they shall be confirmed, and failing such confirmation at such annual general meeting, shall at and from that time cease to have any force and effect.

Article 18 AMENDMENT OF BY-LAWS

18.1 The by-laws of the Association not embodied in the letters patent may be repealed or amended when sanctioned by an affirmative vote of at least two-thirds (2/3) of the members present at a regular or special general meeting duly called for the purpose of considering the said by-law.

18.2 Proposed changes to the by-laws must be distributed to the membership thirty (30) days prior to the meeting at which they will be considered.

18.3 The appropriate Ministry shall be notified of the changes to the by-laws.

Article 19 INTERPRETATION

In these by-laws and in all other by-laws of the Association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.

Article 20 DISSOLUTION OF THE ASSOCIATION

The Association may be dissolved by a vote of two-thirds (2/3) of the membership present at a special general meeting convened for the purpose. Any monies or other assets held by the Association at that time shall be donated to a charity to be determined by resolution at that meeting.