

# Glebe Annex Community Association Constitution and By-laws

## Constitution

### 1. Name

The name of this organization shall be the Glebe Annex Community Association, otherwise referred to as “The Association” or “GACA”.

### 2. Objective

The objective of The Association is to promote, foster, and protect the interests of the community. Activities undertaken by The Association are aimed at building a more vibrant, liveable and safer community, to strengthen relationships within our neighbourhood, and to empower residents of our neighbourhood through community involvement.

The Association will keep the community informed about activities that may affect residents. It will work with representatives from other community associations and the various levels of government on areas of shared interest.

Primary areas of focus for The Association include:

- Community Development Plans
- Community Safety
- Transportation issues
- Community greenspace development
- Community recreational activities

## By-Laws

### 3. Membership

3.1 Membership in The Association shall be open to all residents, property owners, and tenants of 18 years of age or older within the boundaries of the Glebe Annex community, as hereinafter defined. Exceptions to the above may be given due consideration by the Board.

3.2 Admission to membership shall be extended on payment of such annual membership dues as may be decided by the Executive. In the inaugural 2013 year membership fees can be made on a voluntary basis. Such dues shall be paid by household, not be less than five dollars per individual, and ten dollars per household, and shall entitle partners-members of more than 18 years old in the same household separate voting rights. Membership in the Association shall expire the 31st of May 31st October of each year, unless the Executive otherwise resolves. Membership dues, in whole or in part, are not refundable.

3.3 The secretary will notify members of fees due, and if such fees are not paid within sixty (60) days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Association. The subsequent payment of membership dues may allow a member

to be reinstated. The Executive may by resolution waive, in whole or in part, payment of any membership fee otherwise prescribed.

3.4 Members who are in good standing may vote at meetings of the Association.

3.5 Membership may be revoked at any time by a two-thirds majority vote of the Board of Directors for reasons of misconduct, illegal activities, or the pursuance of issues or activities contrary to the objectives of the Association. The member or members affected shall be given notice of the intended termination of membership and shall be entitled to address the next meeting of the Board of Directors before the making of any resolution revoking membership.

3.6 ~~Any member of The Board may at any time resign by notice in writing to the Executive.~~  
(Note: this text moved to para 6.7)

#### **4. Community Boundaries**

The primary area of the Glebe Annex Community is enclosed by the north side of Carling Avenue, the south side of the Queensway (Highway 417), the west side of Bronson Avenue and the east side of Lebreton St South.

#### **5. Structure**

5.1 The Board of Directors, herein referred to as the Board, shall be responsible to the membership for the management and conduct of the affairs of the Association. Board members are expected to actively participate in the business of the Association. A member of the Board of Directors shall be a resident of the Glebe Annex Community, and a member of the Association in good standing.

5.2 The Board of Directors shall include the Executive Committee and Directors at Large. There shall be up to a maximum of 11 Directors at Large (for a total of 15 members) on the Board.

5.3 The Board shall be elected to office at the Annual General Meeting (AGM) or other general meeting by the majority vote cast by the membership.

5.4 The Board, as long as there is a quorum of elected Board members in office, shall have the power to fill any vacancy occurring on the Board during the period between annual meetings of the Association.

5.5 Committees or sub-committees may be formed; the chair of each committee shall be a member of the Board and a member in good standing.

5.6 At meetings of the Board, the non-Board members of these committees or sub-committees shall be entitled to vote on matters concerning their committee.

5.7 Standing Committees and Sub Committees

- Standing and Sub Committees, herein referred to as committees, can be appointed from membership of the Association as prescribed by the Executive.
- Authorities for these Committees are delegated by the Executive.

- Any committee of the Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit.
- Chairpersons for committees shall report to the Board at the regular meetings.
- Committees shall take no actions without the majority approval of the Board.
- Unless otherwise determined by the Executive, a majority of members of a committee shall be a quorum. Questions arising at any meeting of a committee shall be decided by a majority of votes and in case of an equality of votes, the Chairperson of the meeting shall have the deciding vote.
- The Executive, may, by majority vote, remove a committee chairperson, committee member or dissolve the committee at their discretion at any duly constituted meeting.

## **6. Executive**

6.1 The Executive shall consist of five members: a President, a Vice-President, a Secretary, a Treasurer, and a Past President (if possible).

6.2 The Board of Directors shall elect the Executive from among themselves.

6.3 The term of each member of the Executive shall be one year; no member of the Executive shall serve more than three consecutive terms, unless approved with a two thirds (2/3) vote of support by the Board.

6.4 No more than one member of a household may be appointed to the Executive.

6.5 The members of the Association may by resolution by at least two thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any member of the Executive before the expiration of his/her term of office and may, by a majority of the votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term.

6.6 Any member of the Executive or Board of Directors may be asked to resign for any of the following reasons:

- Missing three consecutive Board meetings;
- Demonstrating a lack of interest in fulfilling Executive Committee/Board responsibilities;
- Having or appearing to have a conflict of interest with the objectives of the GACA; and/or,
- Any behaviour or actions that are disrespectful, offensive or inappropriate, or not in keeping with GACA's mission and objectives.

6.7 Any member of The Board may at any time resign by notice in writing to the Executive.

## **6.8 The roles and responsibilities for the Executive are below.**

6.8.1 President

- Provide overall leadership for the Association.
- Coordinate and chair meetings.
- Act as spokesperson on behalf of membership.
- Ensure that the objectives of the Association are carried out and that the membership is consulted in the decision-making process.
- Consult with the Board on all decisions concerning the Association.
- Responsible for keeping the Board well-informed in regards to all aspects of the corporation's day to day activities.
- Promote, establish and maintain a positive constructive relationship with the Executive, Board and members belonging to the Association.
- Report to the membership on the activities of the Association at the Annual General Meeting.
- Responsible for ensuring that all of the Board members perform their tasks as defined in these by-laws.
- Perform other duties related the Association as prescribed by the Executive.
- Serve as ex officio member of any committee or sub-committee of the Association.

#### 6.8.2 Vice President

- Advise and assist the President with the administration of the Association's affairs
- Perform the duties of the President in the absence or disability or refusal to act of the President.
- When so acting shall have all the powers and responsibilities of, and be subject to, all the restrictions on the President.
- Perform other duties related The Association as prescribed by the President or the Executive.

#### 6.8.3 Treasurer

- Have charge and custody of, and be responsible for, all Association funds.
- Receive and disburse funds on behalf of the Association and record all such transactions.
- Keep at least one account in the name of the Association at a Canadian chartered bank or an Ontario-regulated trust company.
- When required, issue numbered receipts for funds received and deposit the funds promptly.
- Provide, upon request by the Executive and/or at monthly meetings or the annual meetings, and in a format agreed to by the Executive, an account of any or all of his/her transactions as Treasurer and of the financial condition of the Association.
- Prepare an annual financial statement for the Executive and for subsequent presentation to the AGM.

#### 6.8.4 Secretary

- Keep the minutes of the meetings of the ~~Society~~ Association and the meetings of the Executive.
- Distribute minutes and notices of meetings.
- Keep all necessary records and handle correspondence as directed by the Executive.
- Maintain an up to date record of its members, indicating their names and addresses.
- Maintain an up to date record of the approved constitution and by-laws.
- Ensure the safe keeping of the records of the Association and make them available for the inspection of the members at any reasonable time.
- Perform other duties related to the Association as may be prescribed by the President or the Executive.

#### 6.8.5 ~~The~~ Past President shall:

- Guide and support the Executive Committee.
- Serve as a resource for new Board Members to ensure continuity with past terms.

## 7. Representation

7.1 Members involved in activities with other organizations, including resident or community groups or businesses that may conflict with the objectives of the Association will require authorization by the Executive.

7.2 Delegates and alternates to represent the Association in councils or events of other organizations may be appointed by the President with the consent of the Executive.

## 8. Meetings

8.1 The procedure at any meeting shall follow Robert's Rules of Order.

8.2 The President or his/her designate shall chair all meetings of the Association.

8.3 Fair opportunity for an opposition speaker will be given.

### 8.4 Annual General Meeting (AGM)

8.4.1 An annual general meeting of the members of the Association shall be held no more than fifteen months after the previous Annual General Meeting in October every year, except when the Executive is prevented from holding the meeting at this time by some extraordinary occurrence, in which case the annual meeting will be held at a time of choosing of the Executive, no later than the end of that calendar year.

8.4.2 The AGM shall be open to the public. At each AGM there shall be presented a report of the activities of the Association for the previous year, a financial statement of the Association, and a vote will take place to elect Board members.

### 8.5 General Meetings

8.5.1 Notice of the time and place of all general meetings and of the general nature of the business to be transacted must be given to the membership at least fourteen (14) days before the holding of the meeting.

8.5.2 Notice of annual or special general meetings shall be at a minimum by way of electronic notification of members.

8.5.3 Any ten members can request a General Meeting. Such a request must be in writing and presented to a member of the current Executive. The meeting must be held within 30 days of the request and must conform to the constitution and by-laws.

8.5.4 General meetings may be called by the Executive, at their discretion.

## 8.6 Board of Directors Meetings

8.6.1 The Board of Directors shall meet in regular basis, with at least eight **scheduled meetings occasions** between annual meetings. Other general and special meetings of the Association may be convened and held as the Executive determine necessary.

8.6.2 Opportunity will be given for business to be initiated from the floor.

8.6.3 When practicable, meetings shall be open to the Association membership and the public.

8.6.4 Guests from outside the membership, on invitation from the Executive Board, may speak on topics affecting the community.

8.6.5 A quorum at a Board meeting is reached when at least half of Board members are present and voting and motions must have a minimum of 2/3 of votes in order to carry, including abstentions. Only Board members may vote in Board meetings. **Voting by electronic means is acceptable if a decision on an item is required in between Board meetings. In order for the motion to pass, a majority of Board members must vote in favour of the motion.**

8.6.6 Executive Meetings will be held when deemed necessary by the Executive.

8.6.7 A quorum at an Executive meeting is reached when at least half of the Executive Committee members are present and voting and motions must have a majority of votes in order to carry, including abstentions. Only Executive members may vote in Executive meetings. In case of an equality of votes, the President shall have the deciding vote.

## 9. Voting

9.1 Resolutions at general or annual meetings will be passed by a majority of members' show of hands. For decisions on "Important Matters", voting shall be conducted by secret ballot. "Important Matters" can be determined by the Executive or at Association meetings by a show of hands.

9.2 All members in good standing shall have the right to vote on all questions put to the general membership. Each member shall have one vote on each question.

9.3 Every question submitted to any meeting of members shall be decided by a majority of votes and in case of an equality of votes, the Chairperson (normally the President) shall have the deciding vote.

9.4 Voting by proxy is permitted at general meetings. Proxy votes must be sent in writing to the secretary in advance of the meeting.

## **10. Quorum**

A quorum for the transaction of business at any general meeting of members shall consist of ten (10) members in person or ten percent (10%) of the registered membership, whichever is lesser. No business shall be transacted at any meeting unless the requisite quorum be present.

## **11. Financial Procedures**

11.1 The Association shall conduct its affairs on a non-profit basis so that no member derives financial advantage from the Association's transactions.

11.2 Board members are not entitled to remuneration for service but may be reimbursed for reasonable expenses, as approved by the Board, incurred in the conduct of their duties.

11.3 All Association funds will be kept on deposit with a Canadian chartered bank, trust company, credit union, or Caisse Populaire.

11.4 Cheques payable to the Association shall be signed endorsed by the Treasurer and cheques/bills of exchange payable by the Association shall be endorsed signed by two (2) members of the Executive: the President and Treasurer. 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.

11.5 All expenditures of the Association over \$100 shall be authorized by the Board of Directors. Cheques of \$100 or less may be signed by the signing officers if they are in accordance with regular business or decisions made by the Board of Directors. In exceptional circumstances, expenditures may be authorized by the Treasurer who shall report such circumstances at the first meeting of the Board of Directors following the expenditure.

11.6 The Association may not borrow money.

## **12. Amendments**

12.1. Amendments to the Constitution/By-Laws may be adopted by a two-thirds majority vote of the members of the Association present at a general meeting discussing the proposed amendment(s).

12.2. Proposals for amendments to be voted on by the membership may be initiated by:

- Any member provided written notice of the proposed amendment is delivered to the Secretary no later than at least 10 days in advance of a general meeting.
- Resolution of the Executive.

12.3. Notice of all proposed amendments to be voted on by the members of The Association shall be communicated to the members at least one week before the date of the Annual or Special meeting.

### **13. Dissolution**

The Association may be dissolved by simple majority vote of the members present at an annual or general meeting of the Association, and the assets of the Association shall be used for the beautification of the community, distributed in such manner as may be decided by simple majority vote of the members present. All notices advising dissolution of the Association must specify that the matter of the disposition of the assets is to be voted upon at the meeting.

### **Constitution as of 20th March 2013**

The Executive have affixed their respective signatures to certify that the foregoing is a true and correct copy of the constitution and by-laws of the Glebe Annex Community Association, and which by-laws were duly adopted by the Board of Directors hereby named and approved by the general membership on the date set forth below.

Revised May 9, 2019