

Bylaw #1 as approved at the October 22, 2013 AGM.

A By-Law relating generally to the transaction of the affairs of the Centretown Citizens Community Association of Ottawa..

OBJECTIVES OF THE ASSOCIATION:

To maintain and improve the residential and community character of Centretown in the City of Ottawa and to support those who share this objective;

To continuously monitor, promote where appropriate, and assist in the implementation of the elements of the Centretown Community Design Plan which the CCCA supports and to work to achieve changes and improvements in the elements which the CCA does not support;

To promote and facilitate interaction among the various groups and individuals in Centretown; and

To cooperate in achieving mutual goals with the Federation of Citizens' Associations and other community and citizens' groups and government bodies on issues of a city-wide or regional nature.

ARTICLE 1: DEFINITIONS

- 1.1. Association: The Centretown Citizens Community Association of Ottawa ("The Association").
- 1.2. Centretown: For the purpose of this By-Law, Centretown shall be considered to be that area of the City of Ottawa, Ontario, Canada bounded by the Ottawa River on the north, the Rideau Canal on the east, Highway 417 (the Queensway) on the south and Bronson Avenue on the west.
- 1.3. Groups and Organizations: Includes both incorporated and unincorporated bodies.
- 1.4. Member: Member: Without other qualification, shall be taken to refer to Regular, Affiliate, and Honorary Members as detailed in section 3.
- 1.5. Board of Directors ("the Board"): The Board shall consist of the President, twelve (12) Directors, and, if there is one, the Past-President.
- 1.6. Officer: Any of the President, Vice-President, Corporate Secretary, Membership Secretary, Treasurer or Past-President.
- 1.7. General Meeting: A Special General Meeting or Annual General Meeting, which are meetings of the general membership of the Association.

ARTICLE 2: HEAD OFFICE

- 2.1. The head office of the Association shall be in Centretown at a location that the Board shall from time to time determine.

ARTICLE 3: CONDITIONS OF MEMBERSHIP

3.1 Membership in the Association is open to:

3.1.1 Individuals who support the objectives of the Association and either reside, work, or own at least one business or property in Centretown; and

3.1.2 Groups and organizations who support the objectives of the Association.

3.2 Membership in the Association shall be contingent on the payment of an annual membership fee, the amount of which shall be determined, from time to time, by the Board, and shall last until the start of the following Annual General Meeting, except in the case of Honorary memberships, which do not expire.

3.3 There shall be three classes of membership:

3.3.1 **Regular Members:** Individuals who have attained the age of eighteen (18) and who reside, work, or own at least one business or property in Centretown. Regular Members are entitled to speak at all meetings of the Association, to run for the Board and to exercise one (1) vote at all General Meetings;

3.3.2 **Affiliate Members:** Groups and organizations that operate in Centretown. Affiliate Members shall be approved by the Board and are entitled to speak at all meetings of the Association and to exercise one (1) vote through their authorized delegate at all General Meetings of the Association; and

3.3.3 **Honorary Members:** Individuals recognized by the Board for their work promoting the objectives of the Association. Unlike the other membership classes, Honorary memberships do not expire. Honorary Members are entitled to speak at all meetings of the Association but may not vote at General Meetings of the Association.

3.4 A Member shall cease to be a Member:

3.4.1 if the Member resigns from the Association by delivering a written resignation to the President or Membership Secretary;

3.4.2 if the Member ceases to meet the qualifications of Articles 3.1 and 3.3;

3.4.3 if the Member has failed to renew their membership and pay the annual membership fee by the start of the following Annual General Meeting of the Association;

3.4.4 if, at a Special General Meeting of Members duly called for such purpose upon not less than fourteen (14) days nor more than thirty (30) days notice setting out the reasons for such termination, a resolution is passed by two-thirds (2/3) of the Members voting at the meeting that the Member's membership is terminated;

3.4.5 on death.

ARTICLE 4: BOARD OF DIRECTORS

- 4.1 The property and affairs of the Association shall be managed by the Board. The Past-President, if there is one, is a non-voting, ex-officio member of the Board.
- 4.2 A majority of Board members holding office, at least one of whom is an Officer, shall constitute quorum for Board meetings. The Past-President shall not be counted when calculating quorum.
- 4.3 Board members shall not receive any remuneration for their services.
- 4.4 Board members shall be eligible for re-election.
- 4.5 The office of a Board member shall be vacated:
- 4.5.1 if the Board member resigns from office by delivering a written resignation to the President or to the Corporate Secretary;
 - 4.5.2 if he or she is found to be of unsound mind;
 - 4.5.3 if, at a Special General Meeting of the Members duly called for such purpose upon not less than fourteen (14) days nor more than thirty (30) days notice setting out the reasons for such removal, a resolution is passed by a two-thirds (2/3) vote that the Board member be removed from office;
 - 4.5.4 on death;
 - 4.5.5 if the Board member ceases to be a member of the Association;
 - 4.5.6 if the Board member is absent from three (3) 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.
- 4.7 Every Director and Officer of the Association and his or her 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:
- 4.7.1 all costs, charges and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director in respect of any act, deed, matter or thing whatsoever made, done or permitted by the Director in or about the execution of the duties of the Director's office; and,
 - 4.7.2 all costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the Association except such charges or expenses as are occasioned by the Director's

own willful neglect or default or failure to act honestly an in good faith with a view to the best interest 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 from each of the following areas of Centretown stand for election:

5.2.1 East of Elgin Street

5.2.2 Elgin Street to Kent Street, south of Gloucester Street

5.2.3 West of Kent Street, south of Gloucester Street

5.2.4 West of Elgin Street, north of Gloucester Street

5.3 At each Annual General Meeting, the membership shall elect a President for a one-year term and Directors to fill all vacancies on the Board. Six (6) of the Director vacancies shall be for two-year terms, and any additional vacancies shall be for one-year terms.

5.4 At each Annual General Meeting, the sitting President may assume the position of Past-President for a one-year term unless he or she has been re-elected to the position of President or Director, in which case the position of Past-President shall rest vacant.

ARTICLE 6: EXECUTIVE COMMITTEE

6.1 The Executive Committee of the Association ("the Executive Committee") shall comprise the Officers of the Association, all of whom, excepting the President and Past-President, shall be selected from the Board. Quorum for the Executive Committee shall be a majority of these Officers, excepting the Past-President.

6.2 Except for the President and the Past-President, Officers shall be selected by the Board for a one-year term ending at the first Board Meeting after the Annual General Meeting.

6.3 The Board may, at its discretion, remove any Officer or appoint Directors to fill any vacancies on the Executive Committee, except for the President and Past-President.

6.4 The responsibilities of the Executive Committee shall include:

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

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

6.4.3 other matters referred to it by the Board;

6.4.4 reporting its actions and decisions to the Board meeting immediately following each Executive Committee meeting.

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 and a tie vote shall defeat the motion. 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 or is absent. The President shall be, together with the Treasurer and one other Officer selected by the Board, a signing officer for all financial transactions.
- 7.2. **VICE-PRESIDENT:** The Vice-President shall assist the President in the general functioning of the Association and shall chair the Executive Committee meetings. In the absence of the President, the Vice-President shall have all powers and perform all duties of that office.
- 7.3. **CORPORATE SECRETARY:** It shall be the responsibility of the Corporate Secretary to keep minutes of the Annual and Special General Meetings and of meetings of the Board. The Corporate Secretary shall submit required documentation pertaining to incorporation. The Corporate Secretary shall keep records of and table all correspondence to and from the Association at meetings of the Board and shall be responsible for delivering all records and other documents relating to the Association to his or her successor on ceasing to hold office. The Corporate Secretary shall give notice of meetings of the Board.
- 7.4. **MEMBERSHIP SECRETARY:** The Membership Secretary shall be responsible for ensuring that a list of membership is maintained and up-to-date. The Membership Secretary shall give notice of meetings of the Association to the membership. The Membership Secretary shall be responsible for arranging 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. The Treasurer shall be, together with the President and one other Officer selected by the Board, a signing officer for all financial transactions. The Treasurer shall provide periodic statements of the financial situation of the Association for the information of the Board and shall 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's finances and financial records.

7.6. PAST-PRESIDENT: It shall be the responsibility of the Past-President to provide information and guidance to the incoming Board. Unless otherwise stated, the Past-President shall have the same duties, rights and privileges of any Director of the Board.

ARTICLE 8: COMMITTEES

8.1 The Board may create standing and special committees. All committees created by the Board shall have written terms of reference approved by the Board and, except for the Executive Committee, be open to all Members of the Association. Standing committees are created to perform a continuing function and remain in existence until terminated by the Board. Special committees exist only for the period of time specified in their terms of reference.

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

8.3 Each Board member shall be a member of at least one committee of the Association and shall identify the committee(s) he or she wishes to work with at the first meeting of the Board subsequent to an Annual General Meeting.

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 regularly report on its activities to the Board. Where a committee anticipates producing revenue or incurring expenses, the committee shall prepare a budget for approval by the Board. Such budgets shall be for a period not longer than twelve (12) months.

ARTICLE 9: MEETINGS

9.1 GENERAL MEETINGS:

9.1.1 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. All Members shall be notified in writing at least fourteen (14) days in advance of the date of the meeting.

9.1.2 Special General Meetings may be called by the Board. A Special General Meeting shall be called by the President within twenty (20) days of receipt of a written request for such a meeting by a minimum of twenty-five percent (25%) of the Association's membership. All Members shall be notified in writing at least fourteen (14) days in advance of the date of the meeting.

9.1.3 At any General Meeting, only voting members may put forward motions and vote. Quorum for General Meetings shall be twenty-five percent (25%) of the general membership.

9.2 BOARD MEETINGS:

9.2.1 The Board shall meet regularly, preferably on a monthly basis, but in no event shall there be less than eight (8) Board meetings in a twelve (12) consecutive month period.

9.2.2 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.

9.2.3 Oral or written notice of all meetings of the Board shall be given to each Board member, preferably with an agenda, by the Corporate Secretary or the President at least five (5) days in advance of the date of the meeting.

9.2.4 At Board meetings, only the President and Directors may put forward motions and vote.

9.2.5 Wherever possible, the Board has discussions and makes decisions at Board meetings. In exceptional circumstances, however, decisions may be taken by e-mail or postal mail. The Board shall, at all times, have in place a policy setting forth both the conditions under which such decisions may be undertaken and the rules governing the taking and recording of these decisions.

9.3 EXECUTIVE MEETINGS:

9.3.1: The Executive Committee shall meet regularly, preferably on a monthly basis, but in no event shall there be less than six (6) Executive Committee meetings in a twelve (12) consecutive month period.

9.3.2 Oral or written notice of all Meetings of the Executive Committee shall be given to each Officer, preferably with an Agenda, by the Vice-President at least five (5) days in advance of the date of the Meeting.

ARTICLE 10: AGENDA FOR THE ANNUAL GENERAL MEETING

10.1 The agenda for the Annual General Meeting shall include, but not be limited to:

10.1.1 Written reports giving an overview of the goals and accomplishments over the previous year and for the coming year from the following individuals:

10.1.1.1 The President;

10.1.1.2 The Treasurer;

10.1.1.3 The Corporate Secretary;

10.1.1.4 The Membership Secretary; and

10.1.1.5 The chair of each standing committee.

10.1.2 By-Law amendments and resolutions, if any;

10.1.3 Election of the President; and

10.1.4 Election of Directors.

ARTICLE 11: ERRORS OR OMISSIONS

11.1 No error or omission in notice of any meeting or any adjourned meetings shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. 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 recorded on the books 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 the signatures of at least two signing officers.

12.2 The fiscal year of the Association shall end on August 31 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, Treasurer, and one other Officer selected by the Board shall be signing officers. All financial transactions of the Association, except deposits to Association accounts, shall require the signatures of at least two signing officers.

12.6 When a new President is elected or a Treasurer is no longer a member of the Board, the outgoing President or outgoing Treasurer retain their signing authority until new signing authorities are established at the Association's financial institution.

ARTICLE 13: BY-LAWS, RULES AND REGULATIONS

13.1 For the purpose of amending this By-Law or creating new By-Laws or articles, a notice of motion shall be mailed to all Members at least fourteen (14) days in advance of the date of the Annual or Special

General Meeting at which the matter will be actioned. To pass, such motions require a two-thirds (2/3) vote.

13.2 The Board may adopt such other rules and regulations not inconsistent with this By-Law and the objectives of the Association as it deems necessary for the conduct of business of the Association.

13.3 In all matters not governed by this By-Law or other rules or regulations of the Association, Robert's Rules of Order, current edition, shall govern.

ARTICLE 14: BY-LAW REVIEW

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

ARTICLE 15: DISSOLUTION

15.1 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 or incorporated non-profit organizations which carry on their work in Centretown 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 will 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 Group or 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

17.1 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.