

# Riverside South Community Association Bylaws

***BY-LAW Version NO. 3 As Amended June 19, 2003***

## **GENERAL OBJECTIVES**

1. The general objectives of the Riverside South Community Association shall be:
  - a. To act as an agent for the generation of opportunities that will encourage interest and participation in community affairs and activities;
  - b. To act as a voice for the interests of the community by expressing coordinated views that contribute to awareness of their needs; and,
  - c. To act as a forum for communication, participation, and coordination among all members of the community and government.

## **CONDITIONS OF MEMBERSHIP**

2. Membership in the Association shall be limited to persons interested in furthering the objectives of the Association and shall consist of those persons who have obtained an Annual Membership by paying the membership fees as established by the Board of Directors.
3. Any member may withdraw from the Association by delivering to the Secretary a written resignation.
4. Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting provided that such member shall be granted an opportunity to be heard at such meeting.

## **HEAD OFFICE**

5. The Head Office of the Association shall be in the City of Ottawa as determined from time to time by the Board of Directors.

## **BOARD OF DIRECTORS**

6. A Board of eight (8) directors of whom five (5) shall constitute a quorum shall manage the property and business of the Association. Directors must be individuals, 18 years of age or older, with power under law to contract. Directors must also be members of the Association or become members upon being elected to the Board.
7. The directors shall be elected for a term of one (1) year by the members at an annual meeting of members.
8. The office of director shall be automatically vacated:
  - a. by delivering a written resignation to the Secretary of the Association;
  - b. if declared by a court to be incompetent;
  - c. upon becoming bankrupt or having filed an assignment for the benefit of creditors;
  - d. if at a general meeting, a resolution is passed by a majority of the members present requiring such director's removal from office; or
  - e. on death.

9. If any vacancy occurs for any reason herein, the Board of Directors may by way of majority vote appoint a member of the Association to fill the vacancy.
10. Meetings of the Board of Directors will be held on every third Thursday of every month at a time and place to be determined by the Directors unless otherwise agreed. There shall be at least one (1) meeting per year of the Board of 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 shall invalidate such meeting or make void any proceedings taken thereat. 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.
11. Each director is authorized to exercise one (1) vote. For the purposes of this paragraph, a director means co-directors, as the case may be. In other words, only one (1) vote per office is authorized.
12. If all the Directors consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the Board by means of such conference telephone or other communication facilities as permit all persons participating in the meeting to hear each other. A director participating in such a meeting by such means is deemed to be present at the meeting.
13. A resolution in writing, signed by all Directors entitled to vote on that resolution at a meeting of Directors, is valid as if it had been passed at a meeting of Directors.
14. The Directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their position as such, provided that a director may be paid reasonable expenses incurred by them in the performance of their duties.
15. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted and his/her successor is elected or appointed, as the case may be.
16. A retiring Officer shall remain available to the Board for advice and counsel during a transition period of three (3) months, except for the President, Vice President and Treasurer, who shall remain available for a period of six (6) months.
17. The Board of Directors may appoint such agent and engage such employees as it deems necessary from time to time and such person shall have such authority and shall perform such duties as prescribed by the Board of Directors at the time of such appointment.

## **OFFICERS**

18. The officers of the Association shall be:
  - a. President;
  - b. Vice-President;
  - c. Secretary;
  - d. Treasurer;
  - e. Social Director;
  - f. Civic Affairs Director;
  - g. Recreation Director
  - h. any such other officers as the Board of Directors may by by-law determine.
19. Any two offices may be held by the same person. All offices other than the President, Vice-President, Secretary, and Treasurer may be held by a maximum of two (2) persons.
20. The officers shall be elected by the newly elected directors in a separate Directors' meeting to be held within seven calendar days of the annual meeting of members.

## **DUTIES OF OFFICERS**

21. The President shall be the chief executive officer of the Association. He/she shall preside at all meetings of the Association and of the Board of Directors. He/she 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.
22. 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 upon them by the Board of Directors. If the Vice-President is unable or unwilling, a replacement will be nominated, failing which a general meeting will be called for the purposes of electing a replacement.
23. The Treasurer shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts, and disbursements of the Association in the books belonging to the Association. The Treasurer shall deposit all monies, securities, and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company, or in the case of securities, in such registered dealer in securities as may be designated at the Board of Directors from time to time. The Treasurer shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements. The Treasurer shall render to the President and Directors at the regular meeting of the accounting of all the transactions and a statement of the financial position of the Association. The Treasurer shall keep full and accurate records of the membership of the Association and shall perform such other duties as may from time to time be directed by the Board of Directors.
24. The Secretary may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry on the affairs of the Association generally under the supervision of the other officers thereof. The Secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be.
25. The Board of Directors may appoint street representatives or directors-at large who shall be members of the Association and who shall hold their office at the will of the Board of Directors. These officers are invited to attend meetings of the Board of Directors, but they shall not however have the right to vote.
26. The duties of all other officers of the Association shall be such as the terms of their engagement call for or as the Board of Directors requires of them.

## **POWERS OF DIRECTORS**

27. The Directors of the Association may 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 all such other powers and do all such other acts and things as the Association is authorized to exercise and do.
28. The Directors shall have the 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.

29. The Board of Directors shall take such steps as it may deem required 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 objectives of the Association.

#### **INDEMNITIES TO DIRECTORS AND OTHERS**

30. Every director, officer or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by it 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, officer, or other person sustains or incurs in or about any action, suit, or proceedings which if brought, commenced, prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by them, in or about the execution of the duties of their office or in respect of any such liability; and
  - b. all other costs, charges, and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by their own willful neglect or default.

#### **EXECUTION OF DOCUMENTS**

31. Contracts, documents, or any instruments in writing requiring the signature of the Association shall be signed by the President and one other officer and all contracts, documents, instruments in writing so signed shall be binding upon the Association without further authorization or formality. The 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 Directors may give the Association's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stock, bonds, and other securities of the Association.
32. At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement, and the report of the Treasurer shall be presented. The members may consider and transact any business either special or general at any meeting of the members. The Board of Directors or the President or Vice-President shall have power to call, at any time, a general meeting of the members of the Association.
33. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Association 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.

#### **MINUTES OF BOARD OF DIRECTORS MEETINGS**

34. The minutes from meetings of the Board of Directors shall be made available to the general membership of the Association upon request. The minutes of each meeting shall be provided to the Board of Directors prior to the commencement of the next meeting of the Board of Directors.

## **VOTING OF MEMBERS**

35. At all meetings of members of the Association, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws.
36. Each voting member present at a general meeting shall have the right to exercise one (1) vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the Association.

## **FISCAL YEAR**

37. Unless otherwise ordered by the Board of Directors, the fiscal year end of the Association shall be August 31 of each year.

## **COMMITTEES OF THE ASSOCIATION**

38. The officers may as need arises strike or dissolve a committee of Association members by majority vote to address a specific item or goal.
39. Each committee shall have at least one officer as a member but the officer shall not chair the committee.
40. The committee chair shall regularly report to the Board of Directors on their status.

## **AMENDMENT OF BY-LAWS**

41. The by-laws of the Association may be repealed or amended by by-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members present at a meeting duly called for the purpose of considering the said by-law.

## **BOOKS AND RECORDS**

42. The Directors shall see that all necessary books and records of the Association, which are required by the by-laws of the Association or by any applicable statute or law, are regularly and properly kept.

## **RULES AND REGULATIONS**

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

## **INTERPRETATION**

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