



DRAFT

*By-Law #01-10
Constitution and By-laws
Operating Terms of Reference*

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Article I

1. NAME

- 1.01 The name of this corporation is the Bronte Village Residents' Association (hereinafter referred to as the *Association*);
- 1.02 The Association shall be a not-for-profit organization.

Article II

2. OBJECTIVES

- 2.01 The objectives of this *Association* shall be:
- a) to promote community spirit amongst residents of the Bronte Village in the Town of Oakville;
 - b) to represent the views of its members on planning and development issues;
 - c) to encourage appropriate and challenge inappropriate development within Bronte Village;
 - d) advance the cultural and social interests of the seasonal and permanent owners and residents of properties in and around Bronte Village, and
 - e) such other complementary purposes not inconsistent with these objectives.

Article III

3. BOARD OF DIRECTORS

- 3.01 The affairs of the *Association* shall be under the management and control of a Board of Directors (herein after referred to as *The Board*), which may exercise all such acts and things, as these By-laws shall prescribe.
- 3.02 *The Board* will consist of the following Association members in good standing:
- a) President
 - b) Vice-President
 - c) Corporate Secretary
 - d) Treasurer
 - e) Membership Officer
 - f) Recording Secretary
 - g) Website Officer
 - h) Board member at large (2)

- 3.03 Five (5) *Board* members shall constitute a quorum at any meeting of the Directors, including President or Vice-President.
- 3.04 *The Board* members shall be elected bi-annually by the members at the first General Meeting of the calendar year (hereinafter referred to as *The Annual General Membership Meeting*). Year 1 elections shall be for President, Corporate Secretary, Membership Officer, Website Officer and (1) Board Member-at-Large. Year 2 elections shall be for Vice-President, Treasurer, Recording Secretary and (1) Board Member at Large.
- 3.05 Any vacancies on *the Board* between elections may be filled at the discretion of *the Board* until the next Annual General Membership Meeting.
- 3.06 *The Board* will have the authority to approve expenditures up to and including \$2,500 on single items of business in keeping with the objectives of this By-law without prior membership approval. The item of business will be considered in its totality for the purposes of considering its value and shall not be split up to not exceed this purchasing authority limit.
- 3.07 *The Board* will meet to discuss Association business on a schedule appropriate to the issues at hand and record minutes of the meeting which will be available to members upon request.
- 3.08 *The Board* will manage a website www.brontevillageresidents.com to provide ongoing information to members and to the public in support of the Association's objectives.
- 3.09 *The Board* will endeavour to form a consensus position of opposition or support on significant issues affecting Bronte when and where appropriate - based on input from members and in consideration of the Associations' objectives
- 3.10 Board members shall declare conflicts of interest on any issue and/or topic for which their pecuniary interest may be in conflict with the objectives of the Association. Members declaring a conflict of interest will not vote on the position of the Board for said topic or issue.
- 3.11 The position of President may only be held by the same person for two (2) terms and shall only be held by a member who has had at least one (1) year experience on the Board during the past three (3) years.
- 3.12 The President will act as sole spokesperson for the Association, unless for any given matter the President delegates this responsibility to another Director.
- 3.13 Voting may be at meetings or by email, with a record kept of all such votes.
- 3.14 Board members will endeavour to attend a minimum of half of the Board meetings each year.

Article IV

4. MEMBERSHIP

- 4.01 Any household shall be eligible for membership upon payment in full of the annual membership fee.
- 4.02 A membership consists of a single residential household regardless of the number of occupants.
- 4.03 A membership, paid in full, is a requirement to vote at any and all General Membership Meetings and special meetings of the Association.
- 4.04 Any members who become delinquent in the payment of membership fees after the commencement of the new fiscal year will lose their right to vote at the General Membership Meeting and special meetings until such time as they resume full payment of fees owing.
- 4.05 Members shall have no claim against the Board, either as an entity, or individual members of the Board, members acting on behalf of the Board or agents of the Board for work performed on behalf of the Association, or for any loss or damage which a Member believes was incurred in respect thereof.

Article V

5. MEMBERSHIP FEES

- 5.01 Membership fees shall be in an amount set from time to time by the Board.
- 5.02 The annual membership fee shall be payable on or before the date of the Annual General Membership Meeting for the membership year of April 1 to March 31st.

Article VI

6. CONDUCT

- 6.01 All members shall abide by the Constitution and By-laws of the *Association*.
- 6.02 Any Board member whose public conduct is vexatious or detrimental to the good of the *Association* may be subject to penalties as defined herein.
- 6.03 The Board shall review the complaint of conduct and will determine whether the complaint warrants further action.
- 6.04 Following full review and the opportunity for the accused to be heard by the Board, the Board by majority vote may:
- a) reprimand the Board member;

- b) suspend the Board member for a period of time at their discretion; or
 - c) remove the Board member from office and declare the post is vacant.
- 6.05 Actions of the Board related to Section 6.04 will be reported at the next Annual General Membership Meeting.

Article VII

7. DUTIES OF BOARD OF DIRECTORS

7.01 PRESIDENT shall:

- a) supervise the affairs of the *Association* during the term of office;
- b) call and preside (Chair) over all meetings of the *Association* and be an official or ex-officio member of all committees (or delegate);
- c) call Annual General Membership Meetings and Special Meetings of the *Association* as deemed necessary and pursuant to Article X of this By-law;
- d) follow decisions made by *The Board*;
- e) ensure *The Board* carries out the directives and policies established by the meetings of the members of the *Association*;
- f) report on activities of *The Board* to the *Association* membership;
- g) appoint members to Committees and receive reports for membership information;
- h) represent the *Association* with the public, media and members of public office or public service;
- i) ensure that *The Board* is informed of all matters relevant to the *Association*;
- j) have signing authority pursuant to Article XI of this By-law; and
- k) perform such other duties within the authority of the presiding officers.

7.02 VICE-PRESIDENT shall:

- a) assist the President and perform all duties of the President during the absence of the President;
- b) follow decisions made by *The Board*;
- c) participate in Committees of *The Board* as required;

- d) have signing authority pursuant to Article XI of this By-law; and
- e) perform such other duties as may be assigned by the President and/or *The Board*.

7.03 RECORDING SECRETARY shall:

- a) have charge of the Minutes books of the *Association* and of all other books incidental to the office of the Secretary;
- b) keep proper record of the proceedings of all meetings of the *Association and Board*;
- c) ensure that notice of all meetings, general or otherwise, are sent out in accordance with the By-laws;
- d) keep a proper record of the proceedings of all meetings of the *Association; and*
- e) maintain a correspondence file for the Board.

7.04 TREASURER shall:

- a) be responsible for all monies, bonds or other securities of the *Association*. All funds shall be deposited in a financial institution approved of by *The Board*;
- b) have the authority and be responsible for paying out of the *Association* funds debts as approved by *The Board*, up to an amount of \$2,500 without membership approval and shall keep an accurate record of all monies received and disbursed to the satisfaction of the Audit Committee/Board and produce same for their inspection at any time;
- c) expenditures in an amount exceeding \$2,500 must be approved in advance at the Annual General Membership Meeting by majority vote;
- d) have custody of all books pertaining to the financial business of the *Association*;
- e) keep a petty cash account not to exceed two hundred and fifty dollars (\$250.00) and shall have power to use same for the purpose of small expenditures incidental to this office and shall maintain an itemized account of such expenditures;
- f) cooperate and provide documents as required to The Audit Committee/Board;

- g) prepare a detailed annual report immediately after the close of each fiscal year, and present it to the membership at the Annual General Membership Meeting; and
- h) have signing authority pursuant to Article XI of this By-Law.

7.05 CORPORATE SECRETARY shall:

- a) maintain incorporation documents (Articles of Incorporation) in good standing and complete and report all tax submission as required by law;
- b) act as Recording Secretary in absence of same at any meeting;
- c) make all necessary arrangements for meeting locations and ancillary needs such as P.A. system, coffee etc.
- d) maintain a mailing address for the Association;
- f) receive notices of amendments to the By-law in accordance with Article 14 and all records relating to Article 6 (Conduct);
- g) register with the Town of Oakville as a Residents Association as appropriate; and
- h) inform the Board of any advertising and/or media public relations opportunities and prepare and issue releases at the Boards approval.

7.06 MEMBERSHIP OFFICER shall:

- a) maintain and ensure up to date list of members is current and available to Board at all time;
- b) maintain confidentiality of membership list; and
- c) conduct communications with the membership via email or Canada Post.

7.07 WEBSITE OFFICER shall:

- a) ensure website domain address is registered and remains in good standing;
- b) fulfill the requests of the Board to post information to the website;
- c) ensure items on the website are current and up to date;
- d) receive communications from membership and others via email and forward to the Board for response as required; and
- e) issue membership surveys through the website as directed by the Board;

7.08 BOARD MEMBER(S) AT LARGE shall:

- a) provide input and assistance to the Board activities as required;
- b) be available for appointment to Committees at the direction of the Board;
and
- c) conduct research and report findings as directed by the Board.

Article VIII

8. NOMINATIONS, VOTING AND ELECTIONS

- 8.01 Any member in good standing shall be eligible for election to *The Board* and may be nominated for office by a member in good standing in keeping with the provisions of the By-law and Constitution.
- 8.02 Elections will be held at the Annual General Membership Meeting and all positions on *The Board* shall be elected for a period of two (2) years in alternating years as indicated in Section 3.04.
- 8.03 The election of officers shall take place at the Annual General Membership Meeting, which for the purposes of this Article shall be referred to as the Elections Meeting.
- 8.04 Elections shall be conducted in accordance with this Article by a volunteer not standing for office who has been appointed by the President. The Election Chairperson is eligible to vote.
- 8.05 Nominations will be accepted from the floor at the Election Meeting and shall be in accordance with this By-Law.
- 8.06 Elections will be held for each office immediately following nominations from the floor for that office. Elections will be conducted by raising of hands or by private ballot at the discretion of the Election Chairperson.
- 8.07 A member who has been nominated for a single office, but who is not elected thereto may accept nominations from the floor for any subsequent office.
- 8.08 Any member may make a nomination from the floor.
- 8.09 All nominations will require a seconder.
- 8.10 No member may nominate more than one person for a given office until every member wishing to nominate has had an opportunity to do so.
- 8.11 Before declaring the nominations for a particular office closed, the Election Chairperson shall call twice for nominations from the floor.
- 8.12 In order to be elected, a candidate must accept the nomination and receive a majority of votes.

- 8.15 If there is only one (1) nominee for a ballot, the Election Chairperson will declare the candidate elected by acclamation.
- 8.16 The election to an office becomes final immediately.
- 8.17 The Election Chairperson shall be discharged following the completion of the election.
- 8.18 A member who is absent from the Election Meeting may be nominated from the floor for an office, provided they have given acceptance in writing to the President prior to the Election Meeting.
- 8.19 No proxy voting is permitted for Election to office.

Article IX

9. COMMITTEES

- 9.01 The Board may appoint members to serve on community advisory committees and other committees in support of the objectives of the Association.
- 9.02 Committee members will report to the Board and report any business resulting from these committees at the Annual General Membership Meeting.
- 9.03 The Board may appoint an Audit Committee to review the Treasurers report, prior to the Annual General Membership Meeting. The Audit Committee must include at least two (2) members; one of which is NOT a Board member.

Article X

10. MEETINGS

- 10.01 All meetings of the *Association* shall be conducted in accordance with the rules of order and proper forms and customs of protocol and etiquette (Roberts Rules).
- 10.02 An Annual General Membership Meeting will be conducted in the month of April of each calendar year (or as soon thereafter as possible). The Annual General Membership Meeting will include Elections, Treasurers Report from previous year and other General Business as required.
- 10.03 *The Board* shall call a *Special Meeting* of the *Association* within fourteen (14) days following receipt of written request for such meeting signed by at least five (5) *members in good standing*. Notice of any *Special Meeting* shall state the business which is to be transacted, the date, time, and location and such notice shall be sent to all *members* electronically by the Secretary at least two (2) working days prior to the date of the meeting.
- 10.04 Notice of the date, time and location of the Annual General Membership Meeting shall be sent to all members by the Corporate Secretary at least fourteen (14)

days prior to the date of the meeting and will be posted on the BVRA website. Additional advertisement of the Annual General Membership Meeting will be at the discretion of the Board. Notice of the Annual General Membership will include:

- a) positions to be elected;
- b) details of any and all requests for amendment to the By-laws; and
- c) optional slate of proposed names proposed by the Board to fill positions to be elected.

Article XI

11. SIGNING AUTHORITY

- 11.01 The President, Vice-President and Treasurer shall have signing authority related to any bank account of the *Association*. The President or Vice-President and Treasurer shall sign all cheques.
- 11.02 The President or Vice-President and Treasurer shall sign all contracts and/or engagements on behalf of the *Association*.

Article XII

12. EXPENSES

- 12.01 Any *member* authorized by *The Board* to attend any meeting, conference, function, etc. to represent the *Association* may, at the discretion of the Board, be reimbursed for any reasonable expenses incurred.
- 12.02 Detailed receipts must be submitted to the Treasurer for all expenses.

Article XIII

13. RULES OF ORDER

- 13.01 The President or designate (hereinafter for the purposes of this Article, referred to as the *Chair*) shall preserve the order and decorum and decide questions on order or practice.
- 13.02 The Chair shall not vote on any motion unless on an equal division, except in the election of officers.

Article XIV

14. AMENDMENTS

- 14.01 *The Board* may make Regulations to assist in the operation of the *Association* and/or clarify any matters in this By-law.
- 14.02 Regulations made by the *Board* must be confirmed by the membership at the next Annual General Membership Meeting and should be included in the By-law when amended next.
- 14.03 Amendments to this By-law may be made at any meeting of the *Association* upon majority vote of the members present, subject however to due notice having been given as hereinafter set forth.
- 14.04 Notice of any proposed change or amendments to the By-law shall be given in writing to the Corporate Secretary at least thirty (30) days before the meeting at which such changes or amendments are to be voted upon, and the Secretary shall include such notice in the notice calling the meeting.

Article XV

15. FREEDOM OF INFORMATION AND PRIVACY

- 15.01 All private information collected by this *Association* is for the exclusive use of its members and will not be provided or sold to any other organization without the express written permission of each member.

This by-law shall become effective on and after the ____ of _____ 20__

President: _____

Vice-President: _____

Treasurer: _____

Secretary: _____

Board Member: _____