

BYLAW NO. 1

A bylaw relating generally to the transaction of the business and affairs of ACTION SANDY HILL Community Association

BE IT ENACTED as a bylaw of the Association as follows:

ARTICLE ONE

NAME, INCORPORATION, BYLAW, APPLICABLE LAW AND PRINCIPLES

- 1.1 **Name** - The name of the Association is Action Sandy Hill (Action Côte-de-Sable) [hereinafter “the Association” or “ASH”].
- 1.2 **Incorporation** - ASH is a not-for-profit corporation incorporated by letters patent under the name "Action in Sandy Hill La Côte de Sable en Action”.
- 1.3 **Bylaw** - This document is the general bylaw of ASH and regulates the transaction of business and affairs of ASH
- 1.4 **Applicable law** - The Association’s activities shall be conducted in accordance with the Act and other law in Ontario
- 1.5 **Principles** - The Association, as a not-for-profit organization, is responsible and accountable to its members, the community of Sandy Hill and to the public. The activities of the Association shall be carried out in good faith, with maximum transparency, and shall be documented. The Association shall make every attempt to reflect the diversity of Sandy Hill's makeup and conduct its business in any one or both official languages. The Association shall make efforts to avoid over representation by any single interest group.

ARTICLE TWO

INTERPRETATION

- 2.1 **Definitions** - In this bylaw, and all other bylaws and special resolutions of the Association, unless otherwise specified or required by the context:

"Act" means the *Corporations Act* of Ontario, or any Act that may be substituted thereof, including the *Not-for-Profit Corporations Act* (at its coming into force), as from time to time amended;

"Board" means the Board of Directors of the Association;

"Resident of Sandy Hill" means a person living in Sandy Hill;

"Sandy Hill" means an area of the City of Ottawa, in the Regional Municipality of Ottawa-Carleton, contained within the following boundaries:

to the North Rideau Street
to the East the Rideau River
to the South Nicholas Street and the Queensway (Highway 417)
to the West the Rideau Canal.

- 2.2 **Plural and gender** - Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neutral genders.

ARTICLE THREE

BUSINESS OF THE ASSOCIATION

- 3.1 **Head Office** The head office of the Association shall be in Sandy Hill.
- 3.2 **Corporate Seal** The corporate seal of the Association shall be in the form impressed hereon.

ARTICLE FOUR

DIRECTORS

- 4.1 **Role and number of Directors and quorum** The affairs of the Association shall be managed by its Board of Directors, who shall, from time to time, take direction on certain issues from the membership. The number of Directors shall be a maximum of sixteen and a minimum of ten of whom a majority shall constitute a quorum for the transaction of business. If at any time, due to resignations or removals, the number of Directors falls below ten, a quorum of Directors must make best efforts to fill the vacancies within the following three months in accordance with Article 4.11. If there is no quorum of Directors, or there has been a failure to fill the vacancies, the Directors shall hold a general meeting for the purpose of holding elections without delay.
- 4.2 **Qualification** No person shall be qualified as a Director unless he:
- a. Is an individual of at least eighteen years of age;
 - b. is a resident of Sandy Hill, or is the representative of the Student Federation of the University of Ottawa Executive;
 - c. is, at the time of his election and throughout his term of office, a member of the Association; and
 - d. has not been found incapable under Ontario law or by a court and does not hold the status of bankrupt.”
- 4.3 **Ex officio director** – In addition to the number of directors indicated at Article 4.1, there shall be one ex officio director position on the Board reserved for the representative of the Administration of the University of Ottawa. This director shall not be an officer, shall not be counted to determine quorum, and shall not vote on any item. He may, however, propose motions and participate in all discussions.
- 4.4 **Reelection** No person may be reelected as a Director if he fails to fulfill his duties and responsibilities as set out in Articles 4.6 and 4.7.
- 4.5 **Qualifications of the Treasurer** Owing to his responsibility of being accountable for all monies and transactions on behalf of the Association, the Treasurer is expected to make himself familiar with the principles and practices of bookkeeping and accounting if he does not already possess those skills upon nomination. In the absence of such qualifications, the Treasurer shall retain on behalf of the Association, subject to Board approval, the services of a qualified and suitably trained experienced bookkeeper on a fee-for-service basis. Engagement of a bookkeeper shall in no way diminish the duties of the Treasurer as set forth in Article 5.8.

- 4.6 **Conduct of Directors** In their roles as representatives of the membership of the Association, Directors shall at all times conduct their duties honestly, in good faith, in an open manner, in the best interests of the Association, its members, the community of Sandy Hill and the public, and without regard to their own interests. Directors shall also exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and in accordance with the Act, when conducting their duties.
- 4.7 **Attendance of Directors** Directors are expected to attend Board and Committee meetings regularly. If any Director is absent for three consecutive meetings without valid reasons, his seat will be deemed vacant.
- 4.8 **Removal of Directors** The members may, by resolution passed by at least two thirds of the votes cast at a general meeting of members called for the purpose, remove any Director before the expiration of his term of office, and may, by majority vote at that meeting, elect any person in his stead for the remainder of his term
- 4.9 **Vacation of Office** The office of a Director shall be vacated upon the occurrence of any of the following events:
- a) the Director ceases to be qualified as provided in Article 4.2;
 - b) he has not conducted himself in accordance with Article 4.6;
 - c) he is removed from office by resolution of the members as provided in Article 4.8;
 - d) his seat is considered vacant due to unjustified absences according to Article 4.7;
 - e) he has been found to be in conflict of interest as provided in Article 4.18; or
 - f) he resigns his office by notice in writing to the Association. Such resignation is effective immediately upon its tendering, unless otherwise specified in its terms.

- 4.10 **Vacancies** A vacancy on the Board may be filled for the remainder of its term of office subject to Article 4.1:
- a) by the Board if the remaining Directors constitute a quorum; or
 - b) by the members at a general meeting of members called for this purpose.
- 4.11 **Procedure for vacancies** – If a vacancy is to be filled according to Articles 4.1 or 4.10(a) by a quorum of Directors, a notification must be sent to the members of ASH and be made available to the public with a call for nominations for the vacant positions. A period of 10 business days shall be given to allow for nominations of eligible persons. If the number of nominations exceeds the number of vacancies, candidates shall introduce themselves to the Directors at the following Board meeting, and the vacancies shall be filled by a consensus or a vote of the quorum of Directors.
- 4.12 **Regular meetings of the Board of Directors** The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. All members of ASH are welcomed to attend.
- 4.13 **Frequency of meetings** Every attempt should be made for the Board to hold at least one meeting per month.
- 4.14 **Special meetings of the Board of Directors** Special meetings of the Board shall be held from time to time at the call of the Board or the President or any three or more Directors presenting a written request to that effect to the Association's President. Notice of the time and place of every meeting so called shall be given to each Director not less than 48 hours (excluding Saturdays, Sundays, and statutory holidays) before the time when the meeting is to be held, unless all Directors waive their right to notice or consent to the meeting.
- 4.15 **Place of Meeting** Every attempt will be made to hold meetings of the Board in Sandy Hill.
- 4.16 **Chair** The President, or in his absence, the VicePresident shall chair any meeting of Directors. If no such Officer is present, the Directors present shall choose one of their number to chair the meeting.
- 4.17 **Votes to Govern** At all meetings of the Board, every item shall be decided by a majority of the votes cast by Directors, excluding the Chair and the ex officio Director, on the question. In case of an equality of votes for and against, the Chair of the meeting shall be entitled to a vote.
- 4.17.1 Notwithstanding section 4.17, a majority of the votes cast by the Officers of the Association is sufficient to approve expenses incurred in support of ASH purposes, up to a maximum of five hundred dollars (\$500).”

- 4.17.2 Decisions of the Board can be taken by electronic means, including by e-mail. In order to be accepted, a decision taken by electronic means needs to have received the express support of a majority of Board members.
- 4.18 **Declaration of Interest** - It shall be the duty of every Director or Officer who, in any way, whether directly or indirectly, has a personal legal or monetary interest in a question before the Board to fully declare the extent of such interest. No Director or Officer may take part in the Board discussion, cast a vote, or attempt to influence such vote, on any question in which he has an interest. Any Director or Officer found to not have complied with this section, or to have violated the Association's policies with respect to conflict of interest, shall cease to be a Director or Officer.
- 4.19 **Remuneration** - As provided in the Association's letters patent, the Directors shall serve as such without remuneration but shall be entitled to be paid expenses and incidentals as approved from time to time by the Board.
- 4.20 **Committees** - The Board may, by resolution, create or dissolve Committees to serve the business of the organisation. Unless otherwise provided, the President shall be a member ex officio of all Committees. Committees created by the Board shall be encouraged to draft written terms of reference.
- 4.21 **Duties of Committees** – The Board may appoint Committee Chairs selected from the Board of Directors. Committee Chairs are accountable to the Board and are responsible for carrying out their tasks as outlined in their terms of reference, for reporting and proposing resolutions to the Board at regular monthly meetings, and for providing reports at the Annual General Meeting. Committees must always seek approval of their activities from the Board. Committee Chairs are responsible for ensuring that any proposed or recommended activities do not contravene the Act or the Association's bylaws.

ARTICLE FIVE

OFFICERS

- 5.1 **Officers** - Officers of the Association include the President, the Vice-President, the Secretary, the Treasurer and such other Officers as the Board may determine.
- 5.2 **Election of Officers** - The President is also a Director of the Association and shall be elected directly by the membership at the Annual General Meeting or at any other general meeting of the membership called for that purpose. The Vice-President, the Secretary and the Treasurer, as well as other Officers as the Board may determine, are elected by the Board.
- 5.3 **Office** - No person may hold more than two offices.
- 5.4 **Terms of Office** – Officers are elected for a two year term. An Officer may not accept the same position for more than four consecutive terms.

5.5 **Duties of the President** - The President shall:

- a) Chair regular and special meetings of the Board and of the Membership unless a resolution stating otherwise is passed at any meeting, and is responsible for the general management of the Association;
- b) ensure that, within fourteen days of the election or appointment of a Director, such Director receives an information package including the bylaws of the Association, a list of the Directors and their contact information, and a list of Committee Chairs and Committee terms of reference.
- c) to the best of his ability, ensure that the conduct of the Directors and Officers of the Association adhere to the standards of conduct and operation as set out in this bylaw;
- d) make a report on the activities of the Association at the Annual General Meeting.

5.6 **Duties of the Vice-President** – The Vice-President shall support the President in his duties. In the event of the absence, disability or resignation of the President, his duties shall be performed by the Vice-President.

5.7 **Duties of the Secretary** - The Secretary shall:

- a) attend and be the Secretary of the meetings of Members and Directors and shall record minutes of all proceedings thereat;
- b) give or cause to be given, as and when instructed, all notices to Members and Directors;
- c) be responsible for making changes to minutes of meetings as required and for noting continuing issues to be brought forward to subsequent agendas;
- d) post, or have posted, such records, documents and other instruments belonging to the Association in use for the current business year and one year preceding, on the Association's website;
- e) be responsible, or delegate the responsibility, for collecting the mail of the Association and for notifying appropriate Officers or Committee Chairs when mail or other communication is received pertaining to their area of responsibility, unless another Officer is so designated by the Board;
- f) be the custodian of the device used for affixing the corporate seal of the Association;

5.8 **Duties of the Treasurer** - The Treasurer shall:

- a) keep a full and accurate account of all receipts and disbursements of the Association;
- b) under the direction of the Board, control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Association;
- c) render to the Board a monthly summary statement of the financial position of the Association and, whenever required by the Board, a detailed written account of all financial transactions of the Association and of the financial position of the Association;
- d) render a detailed report on the transactions and financial state of the Association at the Annual General Meeting; and
- e) be responsible for making any books, papers, records, documents, and other instruments he holds available for examination by Members or Directors.

5.9 **Agents and attorneys** - The Board shall have power from time to time to appoint agents or attorneys for the Association.

ARTICLE SIX

PROTECTION OF DIRECTORS AND OFFICERS

- 6.1 **Limitation of liability** - No Director or Officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Association shall be deposited, or for any loss occasioned by any on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto.

- 6.2 **Indemnity** - Every Director and Officer of the Association and his 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 whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and
 - b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Association.
- 6.3 **Condition** – Directors and Officers shall benefit from the protections afforded to them in Articles 6.1 and 6.2 for their acts if they were made honestly, in good faith and with a view to the best interests of the Association, its members or another entity, as the case may be, and if they had reasonable grounds for believing that their conduct was lawful.
- 6.4 **Directors' reliance** - Directors may rely upon the accuracy of any statement or report prepared by the Association's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

ARTICLE SEVEN

MEMBERS

- 7.1 **Qualifications** – A Member of the Association must:
- (a) be an individual of eighteen years of age, who is a resident of Sandy Hill since at least thirty days, or owns a business in Sandy Hill, or is the representative of the Student Federation of the University of Ottawa Executive or is the representative of the Administration of the University of Ottawa; or
 - (b) be a partnership, corporation or legal entity that is based or has a business address in Sandy Hill; and
 - (c) have paid his membership fees.
- 7.2 **Memberships** - Memberships may be issued by the Association at any time and are valid for one year as indicated on the membership card. Membership fees shall be determined from time to time by the Board. Memberships are not transferable.
- 7.3 **Vote** - Each Member in good standing shall be entitled to a vote on each question arising at any special or general meeting of the Members and may vote by proxy. Partnerships, corporations and other legal entities may vote through a duly authorized individual.

- 7.4 **Resignation** - Members may submit their resignation in writing which shall be effective immediately upon their tendering. In the case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Association prior to the acceptance of his resignation.

ARTICLE EIGHT

MEETINGS OF MEMBERS

- 8.1 **Annual Meetings of Members** - The Annual General Meeting [hereinafter the “AGM”] of Members shall be held no more than fifteen months after the previous Annual General Meeting.
- 8.2 **Special meetings of Members** - The Board of Directors, the President or the Secretary may call a special meeting of Members at any time. In addition, 25 Members can direct the Board to call a special meeting by submitting a written notice.
- 8.3 **Place of Meeting** - Every attempt shall be made to hold meetings in Sandy Hill.
- 8.4 **Notice of meeting** – Notices for meetings shall be issued in the following manner:
- a) **AGM** - A minimum of 31 days prior to the AGM, notice of the time, date, and place of the AGM shall be sent to the members by email and made known to the community through the ASH website, the community newspaper, notices made in local broadcast media or notices placed in local newspapers. The notices shall include the information that elections to the Association's Board of Directors will be held, the rules for eligibility to vote at the Annual General Meeting, and the qualifications and rules for the nomination of candidates. The Board shall make every effort to ensure the annual budget of the Association sets aside sufficient funds to enable this notice to be given.
 - b) **Special meetings** - Notice of the time and place of a special meeting of Members (excepting the AGM) shall be sent not less than ten days before the day on which the meeting is to be held to each member of record by email. Notice of a special meeting of Members shall state the general nature of the business to be transacted at it and include the text, if known, of any resolution to be submitted to the meeting.
- 8.5 **Conduct of meetings** - The President, or in his absence, the Vice-President, shall chair any meeting of Members. If no such Officer is present within fifteen minutes from the time fixed for holding the meeting, the Members present shall choose one of their number to be Chair. If the Secretary of the Association is absent, the Chair shall appoint a person to act as Secretary of the meeting.

- 8.6 **Business discussed at AGM** – The following business will be conducted at the AGM, in addition to any other business that may be transacted:
- a) President’s report;
 - b) Committee Chairs’ reports;
 - c) Treasurer’s financial statement; and
 - d) Election of President and Directors.
- 8.7 **Persons entitled to be present** - The AGM and special meetings of Members shall be public, but only Members shall be entitled to vote.
- 8.8 **Member proposals** – Members may, at any time before or during a meeting of Members, propose to discuss any matter or propose any resolution to be put to the Members for a vote. A Member may give the Association notice of any matter or resolution that the Member proposes to raise at a meeting. Upon the request of a Member, the Association shall include the proposal and a short statement made by the Member on the proposal in the Notice of the meeting, provided the Association has received such a request not less than 14 days before the day on which a special meeting is to be held, and 40 days before the day on which an AGM is to be held.
- 8.9 **Quorum** - A quorum for the transaction of business at any meeting of Members shall consist of 25 Members present in person.
- 8.10 **Votes to govern** - At any meeting of Members, every question shall be determined by the majority of votes duly cast on the question.
- 8.11 **Voting procedure**- Any question at a meeting of Members shall be decided by a show of hands, or by ballot if so requested, excluding the Chair. In case of an equality of votes at any meeting of Members, the Chair of the meeting shall be entitled to a vote. Whenever a vote shall have been taken upon a question, a declaration by the Chair of the meeting that the vote upon the question has been carried, or carried by a particular majority, or not carried, and an entry to that effect in the minutes of the meeting, shall be prima facie evidence of the fact.
- 8.12 **Adjournment** - The Chair at a meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

ARTICLE NINE

ELECTIONS

- 9.1 **Terms of office** - The term of office of elected Directors shall be two years. Retiring Directors shall be eligible for re-election for a maximum of five terms.
- 9.2 **Conduct of Elections** - At the time designated for elections during the AGM, the Chair of the AGM shall turn over the meeting to an Elections Officer to chair the elections. Two members-at-large may be solicited from the meeting to assist the Elections Officer in verifying the vote.
- 9.3 **Elections Officer** - The Elections Officer must be neutral and unbiased and must be seen so by the electorate; therefore the Elections Officer may not be a candidate for any position. The Elections Officer is appointed or elected at the beginning of the AGM.
- 9.4 **Duties of the Elections Officer** – When an election is to be held, the Elections Officer shall
- (a) at the appropriate time in the AGM, announce the elections, announce the positions that are vacant, and proceed to conduct the election of the President if necessary, followed by the election of the Directors to fill the remaining vacancies in accordance with this Article and Article 9.5;
 - (b) call upon the nominees who have agreed to stand for election for the appropriate office to rise and make themselves known;
 - (c) call for nominations from the floor. Nominations need not be seconded. Nominees named from the floor must be present to be elected and may rise to make themselves known when called upon;
 - (d) list all names in the order nominated for all to see;
 - (e) close nominations after asking the floor twice more if any further nominations are forthcoming;
 - (f) ask each person nominated whether he will stand for election;
 - (g) if only one person agrees to stand for a position, declare this person elected by acclamation;
 - (h) if more than one person agrees to stand for a position, ask each person to address the electors to describe his qualifications for the position and his goals, aims, and views on policy, and give him a specific time period to do so;

- (i) explain the voting procedure and call for the vote;
 - (j) have the vote counted;
 - (k) announce the elected President and the list of elected Directors; and
 - (l) return the floor to the meeting Chair.
- 9.5 **Election of Directors** - The offices of Directors (excluding the office of President) are voted on simultaneously and the candidates receiving the greatest number of votes for the offices that are open are declared elected. Should a tie occur between the person ranking last and another candidate or other candidates, thus making it impossible to determine who is to fill the office or offices, a second round of votes is held for the candidates who are tied.

ARTICLE TEN

NOTICES

- 10.1 **Method of giving notices** - Any notice, including any communication or document, to be given, sent, delivered or served, shall be sufficiently given, sent, delivered or served if it is delivered personally to the person to whom it is to be given, or if it is delivered to his last address as recorded in the books of the Association, or if it is mailed by prepaid ordinary or air mail addressed to him at his said address, or if it is sent to him at his said address by any means of wire or wireless or any other form of transmitted or recorded communication.
- 10.2 **Change of address** - It is the responsibility of any member, Director, Officer or auditor to ensure that the Secretary is informed of any change of address.
- 10.3 **Time of Notice** - A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid. A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box, or given to a messenger service for dispatch.
- 10.4 **Computation of Time** - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

- 10.5 **Waiver of notice** - Any Member, Director, Officer or Auditor may waive any notice required to be given to him and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

ARTICLE ELEVEN

ARCHIVES

- 11.1 **Safekeeping of records** - The Association has a responsibility to maintain and preserve documents relating to the Association and its activities. Types of material to be retained include: minutes of Board meetings, correspondence received and sent on behalf of the Association, all financial records (financial statements, cancelled cheques, daily journals, bank account records, budgets), minutes and other documents related to Committee work, reports generated by or received by the Association, books, maps, plans, photographs, historical material, or other types of documents created or received by the Association, newspaper articles pertaining to the Association or community activities or events, and copies of the community newspaper. As much as possible, the Association will keep this material on its website.
- 11.2 **Dissolution of Corporation** - In the event the Association should be dissolved, all records and other materials shall be offered to the City of Ottawa archives, or otherwise be destroyed.

ARTICLE TWELVE

GENERAL MATTERS, REPEAL AND EFFECTIVE DATE

- 12.1 **Rules of procedure** - All meetings of the Association's Board of Directors, Officers or Members shall be governed by the latest edition of Robert's Rules of Order.
- 12.2 **Execution of documents** - Deeds, transfers, licenses, contracts and engagements on behalf of the Association shall be signed by either the President or Vice-President and by the Secretary, and the Secretary shall affix the seal of the Association to such instruments as required. Letters or contracts in the ordinary course of the Association's operation may be entered into on behalf of the Association by an Officer or by any Director authorized by the Board. Notwithstanding any provisions to the contrary in the bylaws of the Association, the Board of Directors may at any time by resolution direct the manner in which a contract, obligation or response shall be executed.
- 12.3 **Financial year** - Unless otherwise determined by the Board of Directors, the fiscal year of the Association shall be from 1 January to 31 December in each year.
- 12.4 **Finances** - The securities of the Association shall be deposited for safekeeping with a financial institution selected by the Board. All withdrawals of funds, cheques, bills of ex-

change or orders for the payment of money, notes or other evidences of indebtedness of the Association shall be signed by any two Officers of the Association. The Treasurer may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid vouchers and sign all the bank's settlements of balances.

12.5 **Modification of this by-law** - This bylaw may be amended or repealed at any time by a majority vote of the Board of Directors at a regular or special meeting of the Board. The amendments or repeal must be submitted to the Members at the next meeting of Members,

and the Members may confirm, reject or amend the by-law, amendment or repeal by ordinary resolution.

12.6 **Effective date** - This bylaw shall come into force when confirmed by the Members.

PASSED by the Directors and sealed with the corporate seal the ____ day of _____, 201__.

President

Secretary

CONFIRMED by the members the ____ day of _____, 201__

Secretary

(N.B. The above text includes changes to the bylaws authorized by ASH General Meetings in 2013, 2014 and 2015. A properly signed and sealed copy of this document can be consulted in the archives of Action Sandy Hill. Attested to by Ralph Blaine, Secretary of ASH, September 22, 2016)