

BY-LAWS
DUNROBIN COMMUNITY ASSOCIATION

Dunrobin Community Association By-laws

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Revision History

Revision 1 – unknown date

Revision 2 - April 2008

Revision 3- Dec 16 2009

Revision 3.1 – Feb 22, 2010

Article 1: Name

An association in the community of Dunrobin, Ontario was formed and has adopted the by-laws described in this document. The name of the association is **Dunrobin Community Association (DCA)**.

Article 2: Objectives

The DCA shall organize, promote and engage in recreational, social, cultural, benevolent, sports and educational activities under the following conditions:

- These activities shall be limited to those determined by the DCA;
- These activities shall primarily serve people of all ages in the catchment area of Dunrobin as defined by the City of Ottawa, see Appendix A; and
- Some of these activities may be organized, promoted and engaged in liaison with the City of Ottawa.

The DCA financial objective shall be to operate at neither a profit nor a loss.

Article 3: Conditions of Membership

1. Eligibility

Membership in the DCA is open to persons residing in the catchment area of Dunrobin interested in fulfilling the objectives of the association, as well as those in neighbouring areas subject to the discretion of the DCA directors.

2. Annual Fees

The annual membership fee is set at zero and shall be determined by a majority vote at the AGM

3. Transfer of Membership

Membership is not transferable.

4. Withdrawal

Any member may withdraw from the DCA by delivering to any member of the board of directors a written notice of withdrawal.

5. Termination

The board of directors may remove or cancel the membership of any member provided a simple majority of board members pass a resolution that there is sufficient cause to do so.

Article 4: Meetings of Members

1. *Annual Meeting*
The DCA shall hold an annual meeting of members in February.
2. *Open To Public*
The annual meeting of members shall be open to the public.
3. *Business at the Annual Meeting*
 - a) At each annual meeting there shall be presented:
 - A report of the activities of the DCA for the previous year; and
 - A financial statement of the DCA
 - b) The members shall elect directors for the ensuing year.
4. *Other Meetings of Members*
The DCA may hold other meetings of members at the call of the board of directors or upon request in writing to the board from not less than ten (10) members of the DCA. Such meetings shall be held on a day and at a time the board of directors determines.
5. *Voting*
 - a) Any member in good standing for at least 30 days prior to any meeting of members shall have the right to vote on all motions put to the general membership by the directors.
 - b) Each member shall have one vote.
 - c) Voting by proxy is prohibited.
 - d) Each motion submitted to any meeting of members shall be decided by a simple majority of votes. The president shall not vote except in the case of an equality of votes when the president shall have the deciding vote.
 - e) At any meeting, unless a recorded vote is demanded, a declaration by the president shall be conclusive evidence of the decision reached.
 - f) All voting for the election of directors shall be by secret ballot.
6. *Quorum*
A quorum for the transaction of business at any meeting of members shall consist of a simple majority of those present and voting.
7. *Notice of Meetings*
At least fourteen (14) days written notice of the day and time of any annual meeting of members shall be given. A minimum of three (3) days and a maximum of fourteen (14) days written notice of the day and time of any other meeting of members shall be given. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.

Article 5: Board of Directors

1. *Composition of Board of Directors*
The property and business of the DCA shall be managed by a board of directors composed of a minimum of three (3) and a maximum of seven (7) directors.
2. *Restrictions*
Directors must be individuals, 18 years of age and members of the DCA.
3. *Term of Office*
Directors shall be elected for a term of two years.

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4. *Nominations*

Any member may be nominated for election to the board of directors at the annual meeting.

5. *Election*

Available director positions shall be elected by a simple vote of the members of the DCA present at an annual meeting of members. Elections will not be held if the directors are acclaimed.

6. *Removal From Office*

The office of director shall be automatically vacated if:

- a) A director resigns by delivering a written notice of resignation to any member of the board of directors;
- b) A director is found by a court to be of unsound mind;
- c) If at a meeting of members a resolution is passed, by two thirds (2/3) of the members present at the meeting, that the director be removed from office; and
- d) On death

7. *Remuneration*

Directors shall serve without remuneration and no director, nor their immediate family over the age of 18, shall directly or indirectly receive any profit from tendered or quoted positions, unless said position has been first advertised to the community and nobody else has applied. Any director that has a conflict of interest may not participate in the decision making process. Directors may be paid reasonable expenses incurred in the performance of their duties.

8. *Filling Vacancies*

The board of directors, as long as there is a quorum of elected directors then in office, shall have the power to fill any vacancy occurring on the board of directors during the period between annual meetings of the DCA.

Article 6: Meetings of the Board of Directors

1. *Regular Meetings*

The board of directors shall meet in regular session on at least eight (8) occasions between annual meetings of members.

2. *Other Meetings*

Other meetings may be called by the president or shall be called by the president upon the written request of a majority of the members of the board of directors.

3. *Notice of Meetings*

A minimum of three (3) days and a maximum of seven (7) days notice of a meeting of the board of directors shall be given to all directors. No error or omission in giving notice shall invalidate any action taken at that meeting. Any director may waive notice of any meeting and ratify, approve and confirm any action taken at that meeting.

4. *Voting*

Each director is authorized to exercise one vote. Decisions shall be made by a simple majority of votes cast. The president shall not vote except in the case of an equality of votes when the president shall have the deciding vote. Proxy voting by written proxy is allowed by a director.

5. *Recording Decisions*

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A statement by the president that a decision has been made, and an entry of that statement in the minutes of the meeting, is evidence of the decision without proof of the number or proportion of the votes recorded in favour of, or against, the decision made.

6. *Decisions In Writing*

A decision in writing signed by all the directors is as valid as if it had been passed at a meeting of the board.

7. *Quorum*

A quorum for the transaction of business at any meeting of directors shall consist of a simple majority of the directors.

8. *Open To Public*

All meetings of the board of directors shall be open to the public.

9. *Members Right To Speak*

All members who have been in good standing for thirty (30) days prior to the date of a meeting of the board of directors have a right to speak at a meeting of the board of directors.

Article 7: Indemnities To Directors and Others

Every director or other person who has undertaken, or is about to undertake, any liability on behalf of the DCA shall be indemnified and saved harmless out of the funds of the DCA from and against all costs, charges and expenses which such director or other person sustains or incurs in relation to the affairs of the DCA except costs, charges and expenses occasioned by the directors' willful neglect or default.

Article 8: Powers of the Board of Directors

1. *General*

The directors of the DCA shall administer the affairs of the association and, in its name, enter into any contract which the DCA may lawfully enter into and may exercise such other powers and do other acts as the DCA is authorized to do.

2. *Expenditures*

The directors shall have the power to authorize expenditures on behalf of the DCA and may delegate by resolution to an officer or officers of the DCA the power to employ and pay employees /contractors. Directors may spend up to \$200 without full board approval.

3. *Trust Fund*

The directors shall have the power to enter into an arrangement with a bank or trust company for the purposes of creating a trust fund in which the capital and interest may be made available for the purpose of promoting the interests of the DCA in accordance with such terms as the board of directors may prescribe.

4. *Receipts*

The directors may take the necessary steps to enable the DCA to receive fees, legacies, gifts, bequests and donations of any kind for the purpose of furthering its objectives.

5. *Books and Records*

The directors shall ensure that all books and records of the DCA are properly kept as defined by the duties of Officers.

Article 9: Officers

1. *General*
The officers of the DCA shall be a president, vice-president, secretary, treasurer and such other as the board may see fit to appoint or elect from time to time.
2. *Membership Requirement*
Only directors of the DCA may be officers.
3. *Multiple Offices*
Any director may occupy more than one office.
4. *Election of Officers*
Officers shall be elected by the directors from amongst themselves.
5. *Term of Office*
The officers of the DCA shall hold office for a term of one year.
6. *Remuneration*
Officers shall serve without remuneration and shall not, directly or indirectly, receive any profit from their position. Officers may however be reimbursed for reasonable expenses incurred in the performance of their duties.
7. *Removal*
The board of directors may remove an officer from office provided two thirds (2/3) of board members pass a resolution that the officer be removed from office.

Article 10: Duties of Officers

1. *President*
The president shall preside at all meetings of members and of the board. The president shall have the general and active management of the affairs of the DCA. The President shall see that all decisions of the board of directors are carried out. The President is responsible for attending the West Carleton Presidents' meetings and is responsible for all communication with the City of Ottawa, including contract negotiations and ensuring the fulfillment of contract obligations. The President is generally responsible for the finances of the DCA, in conjunction with the treasurer.
2. *Vice-President*
The Vice-President shall, in the absence or disability of the President, perform the duties of the President.
3. *Treasurer*
The treasurer shall have custody of the funds of the DCA and shall keep full and accurate records of all assets, liabilities, receipts and disbursements of the DCA in the books belonging to the DCA and shall deposit all monies and other valuables in the name and to the credit of the DCA in a bank or trust company. The treasurer shall disburse the funds of the DCA as directed and shall render to the board an account of all transactions.
4. *Secretary*
The secretary shall carry out the affairs of the DCA under the supervision of the officers and shall attend all meetings and act as clerk thereof, record all votes and minutes of proceedings in the books to be kept for that purpose. The secretary shall give notice of all meetings of members and of the board of directors. In the absence or disability of the secretary, the board shall appoint a representative.

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Article 11: Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the DCA shall be signed by any two officers and once so signed shall be binding upon the DCA without any further authorization or formality. Expenditures of funds of the DCA may not be made without the signatures of 2 officers one of which must be the treasurer. All payments for programs, memberships, rentals, newsletter, advertising and sports or any other expenses shall be made in the name of the DCA. All funds for the DCA shall be accounted for and deposited on a regular and timely basis to the credit of the DCA.

Article 12: Amendments

1. Method

The by-laws of the DCA may be repealed, amended or major additions made, by means of a by-law enacted by a decision of two thirds (2/3) of the directors at a meeting of directors and sanctioned by an affirmative vote of two thirds (2/3) of the members at the AGM

Article 13: Form of Organization

1. The DCA is an unincorporated, not for profit organization.

Enacted this 8th day of March, 2010

Margot Menna

President

Wayne Carroll

Vice-President

Trudy Davis

Secretary

Nadine Fox

Treasurer

Appendix A: DCA Catchment Area as of Dec 2009

